DC
AND
MARVEL
PRESENT
THE GREATEST SUPERHERO TEAM-UP OF ALL TIME!
THE BATTLE OF THE CENTURY
$2.00
37995
SUPERMAN®
VS
the AMAZING SPIDER-MAN®

A SOLILOQUY FROM STAN LEE

We were told it couldn't be done. They said it would be impossible. After all, *Marvel* and *DC* are the comic-book world's biggest competitors. But, we had one thing going for us. *DC*'s head honcho and I have been friends for years. In fact, we actually collaborated on strips in the early days of comics — I wrote 'em and Carmine drew 'em. And, in the past few years, whenever we'd meet at an industry dinner or a fan convention, the talk would turn to the one thing we both knew would someday have to happen; the one thing that all fandom was clamoring for. We knew we couldn't keep our top heroes apart much longer. Readers everywhere were demanding a team-up of the best of the old and the best of the new. SUPERMAN, the first, most powerful, most famous caped crusader of them all — and SPIDER-MAN, the newest, most realistic, most popular wall-crawler on the scene today—both together, in one titanic, unforgettable adventure!

Well, it wasn't easy, but enthusiasm can move mountains and, as you can see, we did it. So here's a heartfelt "thanks" to the many terrific talents, both in the *Marvel Bullpen* and the *DC Dugout*, whose untiring efforts have helped produce this landmark volume. And, a special tip of our superhero helmet to David Obst, agent extraordinaire, who single-handedly started the entire project on its wondrous way.

Now, as you eagerly settle back to enjoy one of the most momentous productions in comic book history, remember— nothing is ever too difficult if you really want to do it, and we wanted to do it—for you!

Excelsior!

Stan Lee

A COMMENT FROM CARMINE INFANTINO

Comics, which usually reflect history, may in this one momentous undertaking prove detente can be more than theory. SUPERMAN, the character who created not only an industry but quickly became an intricate part of Americana, and his present-day rival, the fantastic, feisty, Amazing SPIDER-MAN had to be the co-stars of this unique first. The pooling and producing of a potpourri of talent got underway. With Sol Harrison of NPP coordinating the project and Sol Brodsky assisting for MARVEL, things began to happen. By welding the extraordinary talents of Gerry Conway, Ross Andru, Dick Giordano, Roy Thomas, Marv Wolfman, Gaspar Saladino, and Jerry Serpe, the project soon came to fruition.

The planning and perspiring are now behind us. The pleasure is before you.

But first, I would like to make a most important dedication. I know I speak for Stan as well as myself when I dedicate this book to the "greats" of yesterday and today who have made comics a true art form for tomorrow.

The moment is now.

Let the epic begin!

Carmine Infantino

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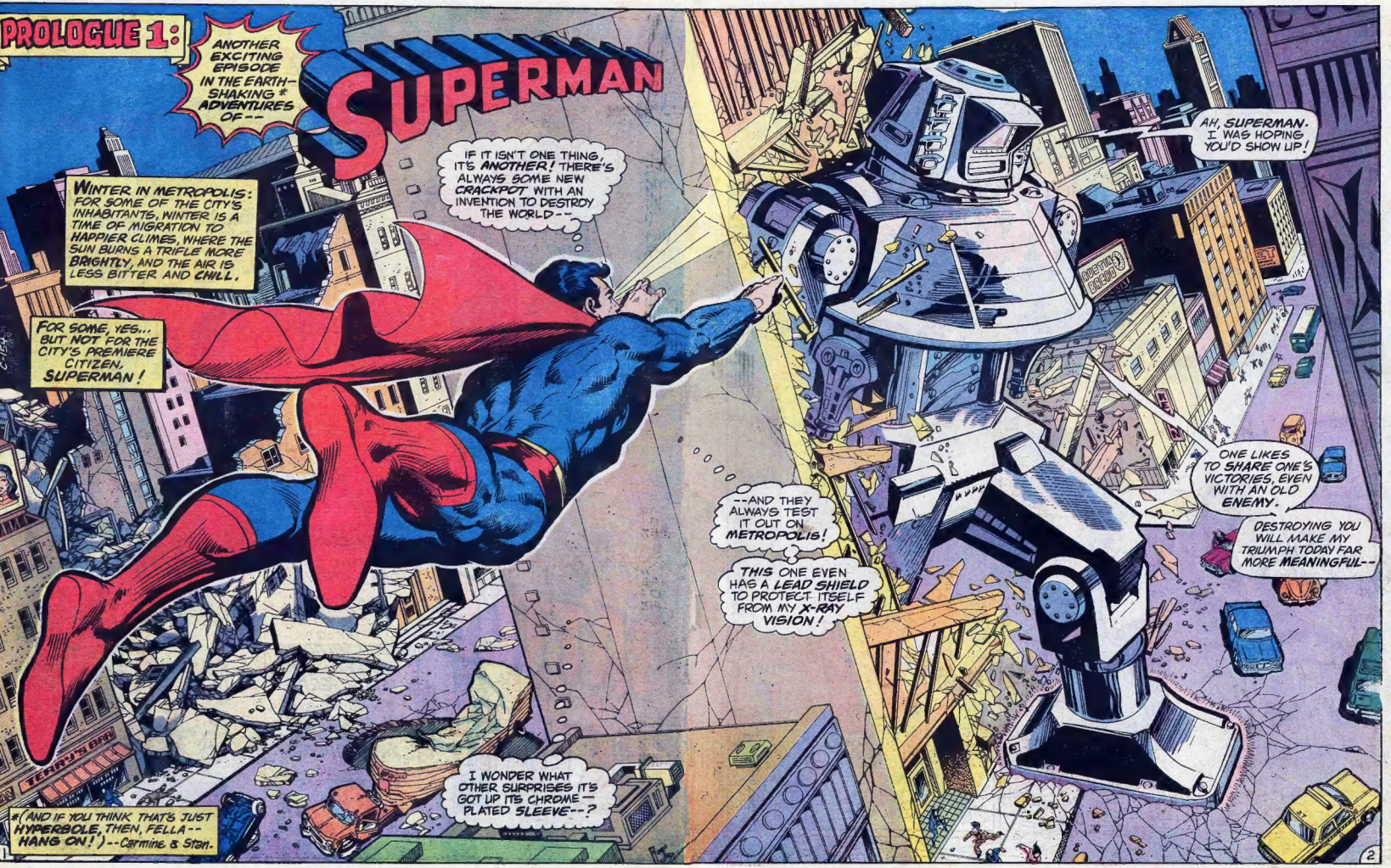
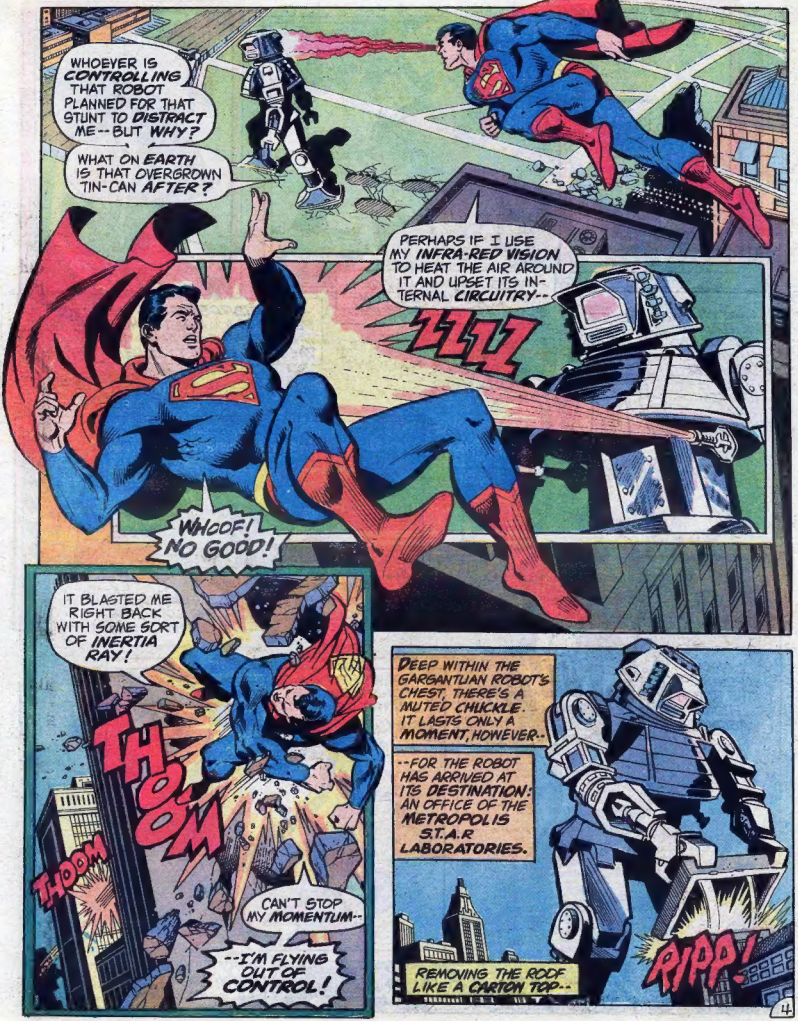
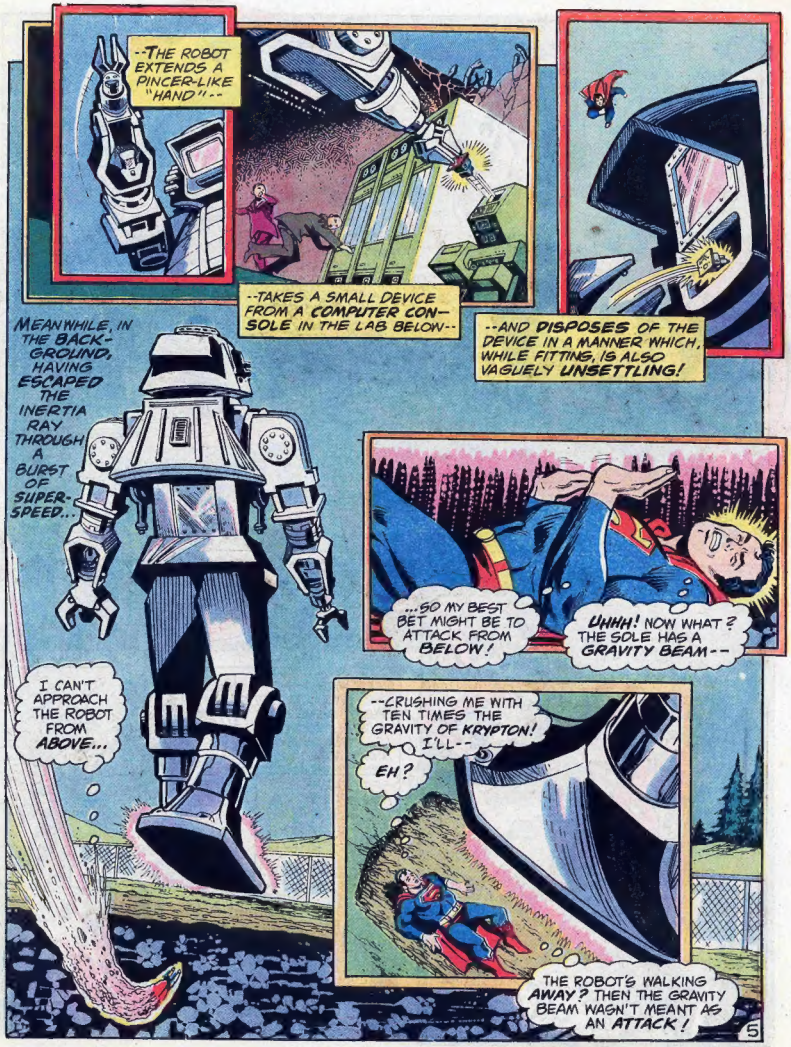
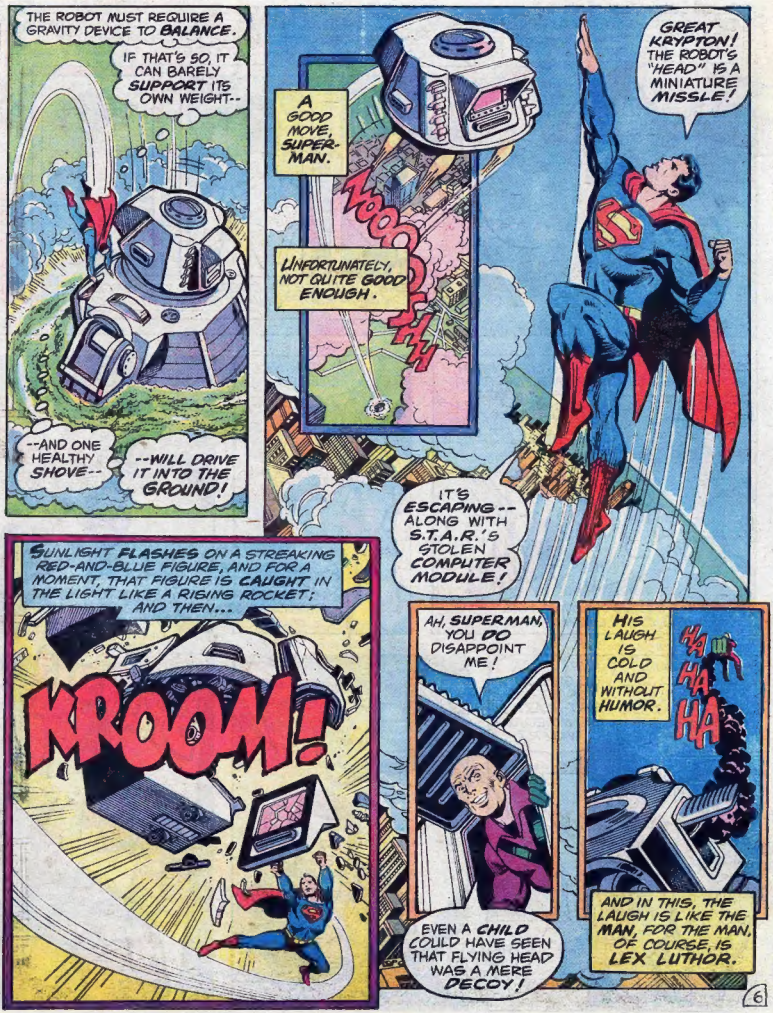
AT LAST!
THE GREATEST
TEAM-UP
OF ALL TIME:
SUPERMAN
AND
the AMAZING
SPIDER-MAN
PRESENTED BY:
CARMINE INFANTINO
AND
STAN LEE
WRITTEN BY:
GERRY CONWAY
DRAWN BY:
ROSS ANDRU
INKED BY:
DICK GIORDANO
LETTERED BY:
GASPAR SALADINO
COLORED BY:
JERRY SERPE
PRODUCED BY:
SOL HARRISON
WITH AN ASSIST FROM:
JACK ADLER
CONSULTING EDITING BY:
ROY THOMAS
JULIUS SCHWARTZ
MARV WOLFMAN
E. NELSON BRIDWELL
THIS IS IT!
"THE BATTLE OF THE CENTURY!"
C-154

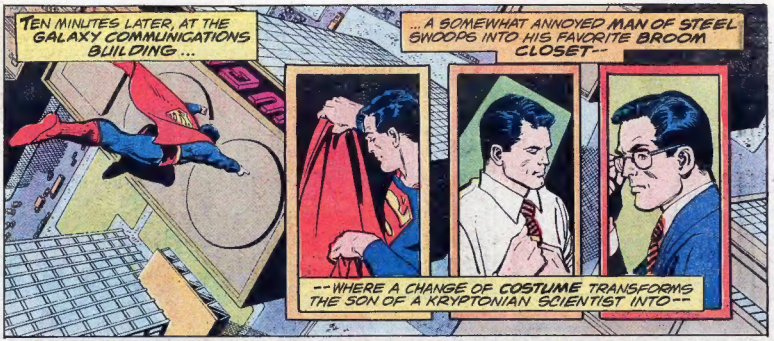

PROLOGUE 1:
ANOTHER EXCITING EPISODE IN THE EARTH-SHAKING * ADVENTURES OF--
SUPERMAN
WINTER IN METROPOLIS: FOR SOME OF THE CITY'S INHABITANTS, WINTER IS A TIME OF MIGRATION TO HAPPIER CLIMES, WHERE THE SUN BURNS A TRIFLE MORE BRIGHTLY, AND THE AIR IS LESS BITTER AND CHILL.
FOR SOME, YES... BUT NOT FOR THE CITY'S PREMIERE CITIZEN, SUPERMAN!
IF IT ISN'T ONE THING, IT'S ANOTHER! THERE'S ALWAYS SOME NEW CRACKPOT WITH AN INVENTION TO DESTROY THE WORLD--
--AND THEY ALWAYS TEST IT OUT ON METROPOLIS!
THIS ONE EVEN HAS A LEAD SHIELD TO PROTECT ITSELF FROM MY X-RAY VISION!
I WONDER WHAT OTHER SURPRISES IT'S GOT UP ITS CHROME-PLATED SLEEVE--?
AH, SUPERMAN. I WAS HOPING YOU'D SHOW UP!
ONE LIKES TO SHARE ONE'S VICTORIES, EVEN WITH AN OLD ENEMY.
DESTROYING YOU WILL MAKE MY TRIUMPH TODAY FAR MORE MEANINGFUL--
* (AND IF YOU THINK THAT'S JUST HYPERBOLE, THEN, FELLA-- HANG ON!) --Carmine & Stan.
JERRY'S BAR
2

--IF NOT MORE MEANINGFUL FOR YOU, THEN FOR ME!
KRONG!
HARDLY FELT THAT BLOW MYSELF, BUT THE FORCE KNOCKED ME INTO A BUILDING--
--SHATTERED A CHUNK OF CONCRETE WALL!
WHOOSH
HAVE TO GRAB THE WALL BEFORE--
DID IT!
3

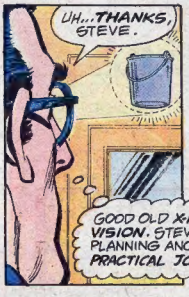

WHOEVER IS CONTROLLING THAT ROBOT PLANNED FOR THAT STUNT TO DISTRACT ME-- BUT WHY?
WHAT ON EARTH IS THAT OVERGROWN TIN-CAN AFTER?
PERHAPS IF I USE MY INFRA-RED VISION TO HEAT THE AIR AROUND IT AND UPSET ITS INTERNAL CIRCUITRY--
ZZZZ
WHOOF! NO GOOD!
IT BLASTED ME RIGHT BACK WITH SOME SORT OF INERTIA RAY!
THOOM
THOOM
CAN'T STOP MY MOMENTUM--
--I'M FLYING OUT OF CONTROL!
DEEP WITHIN THE GARGANTUAN ROBOT'S CHEST, THERE'S A MUTED CHUCKLE. IT LASTS ONLY A MOMENT, HOWEVER--
--FOR THE ROBOT HAS ARRIVED AT ITS DESTINATION: AN OFFICE OF THE METROPOLIS S.T.A.R LABORATORIES.
REMOVING THE ROOF LIKE A CARTON TOP--
RIPP!


--THE ROBOT EXTENDS A PINCER-LIKE "HAND"!--
--TAKES A SMALL DEVICE FROM A COMPUTER CONSOLE IN THE LAB BELOW--
--AND DISPOSES OF THE DEVICE IN A MANNER WHICH, WHILE FITTING, IS ALSO VAGUELY UNSETTLING!
MEANWHILE, IN THE BACKGROUND, HAVING ESCAPED THE INERTIA RAY THROUGH A BURST OF SUPER-SPEED...
...SO MY BEST BET MIGHT BE TO ATTACK FROM BELOW!
UHHH! NOW WHAT? THE SOLE HAS A GRAVITY BEAM--
I CAN'T APPROACH THE ROBOT FROM ABOVE...
--CRUSHING ME WITH TEN TIMES THE GRAVITY OF KRYPTON! I'LL--
EH?
THE ROBOT'S WALKING AWAY? THEN THE GRAVITY BEAM WASN'T MEANT AS AN ATTACK!


THE ROBOT MUST REQUIRE A GRAVITY DEVICE TO BALANCE.
IF THAT'S SO, IT CAN BARELY SUPPORT ITS OWN WEIGHT--
--AND ONE HEALTHY SHOVE--
--WILL DRIVE IT INTO THE GROUND!
A GOOD MOVE, SUPERMAN.
KOOOOOM
UNFORTUNATELY, NOT QUITE GOOD ENOUGH.
GREAT KRYPTON! THE ROBOT'S "HEAD" IS A MINIATURE MISSLE!
IT'S ESCAPING-- ALONG WITH S.T.A.R.'S STOLEN COMPUTER MODULE!
SUNLIGHT FLASHES ON A STREAKING RED-AND-BLUE FIGURE, AND FOR A MOMENT, THAT FIGURE IS CAUGHT IN THE LIGHT LIKE A RISING ROCKET; AND THEN...
KROOM!
AH, SUPERMAN, YOU DO DISAPPOINT ME!
EVEN A CHILD COULD HAVE SEEN THAT FLYING HEAD WAS A MERE DECOY!
HIS LAUGH IS COLD AND WITHOUT HUMOR.
HA HA HA
AND IN THIS, THE LAUGH IS LIKE THE MAN, FOR THE MAN, OF COURSE, IS LEX LUTHOR.


TEN MINUTES LATER, AT THE GALAXY COMMUNICATIONS BUILDING...
...A SOMEWHAT ANNOYED MAN OF STEEL SWOOPS INTO HIS FAVORITE BROOM CLOSET--
--WHERE A CHANGE OF COSTUME TRANSFORMS THE SON OF A KRYPTONIAN SCIENTIST INTO--

CLARK KENT! JUST THE PATSY--I MEAN, MAN--WE'VE BEEN LOOKING FOR RIGHT, LOIS?
COUNT ME OUT OF THIS, STEVE.
203
204
THE GANG'S WAITING FOR YOU, CLARKIE... IN THERE.

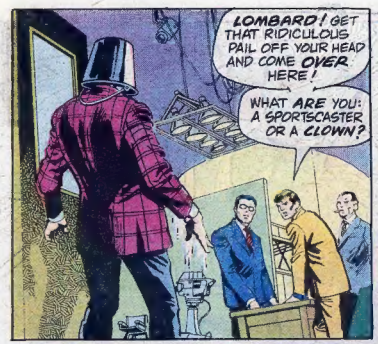

UH...THANKS, STEVE.
GOOD OLD X-RAY VISION. STEVE'S PLANNING ANOTHER PRACTICAL JOKE!

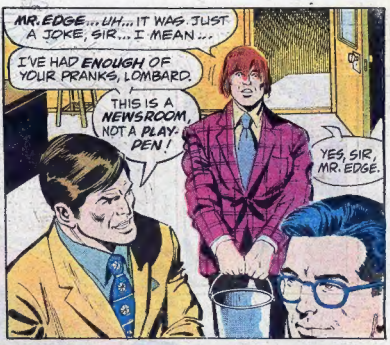
BUT THIS ONE IS GOING TO BACKFIRE, THANKS TO A TOUCH OF MY SUPER BREATH!

TELL ME AGAIN, MR. LOMBARD. TELL ME HOW YOU'RE GOING TO DRENCH POOR CLARK WITH THE PAIL-ON-THE-DOOR GAG.
HUH? ONE'A THE GUYS MUST HAVE GONE SOFT-HEARTED AND MOVED THE WATER!
WAIT'LL I GET MY HANDS ON--
7

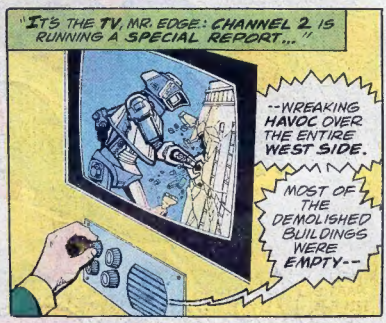
URP!

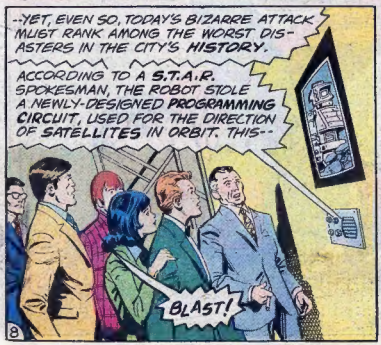
SPLASH


LOMBARD! GET THAT RIDICULOUS PAIL OFF YOUR HEAD AND COME OVER HERE!
WHAT ARE YOU: A SPORTSCASTER OR A CLOWN?

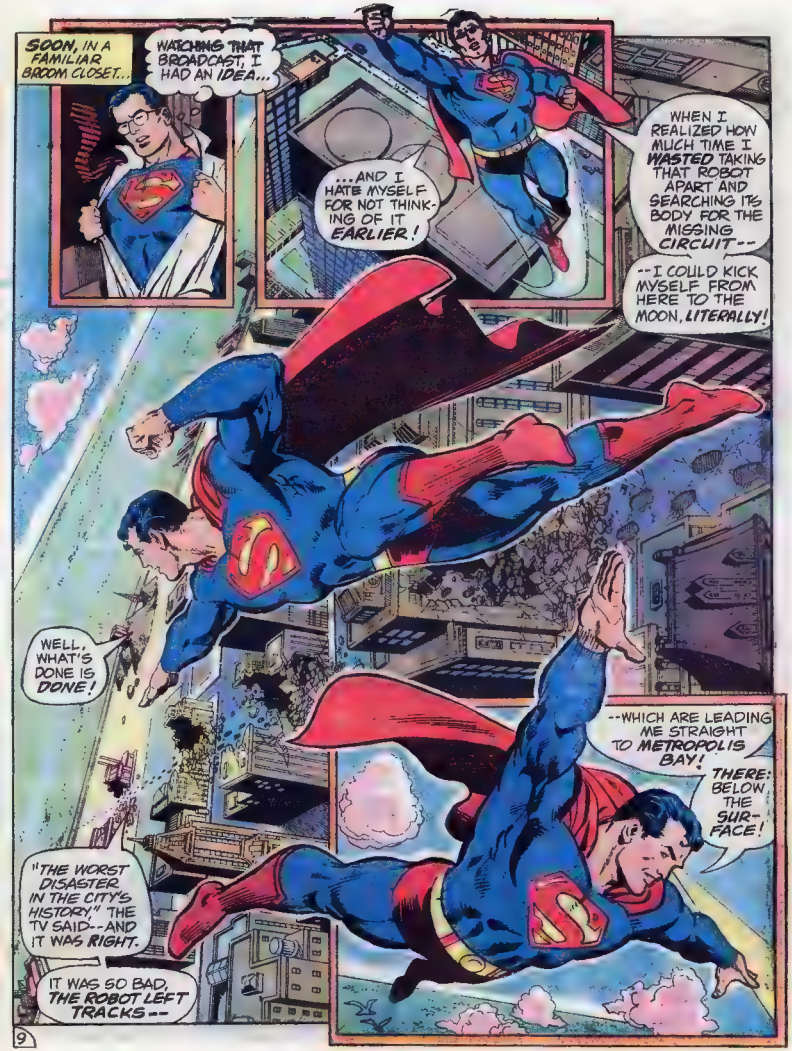

MR. EDGE... UH... IT WAS JUST A JOKE, SIR... I MEAN...
I'VE HAD ENOUGH OF YOUR PRANKS, LOMBARD.
THIS IS A NEWSROOM, NOT A PLAY-PEN!
YES, SIR, MR. EDGE.

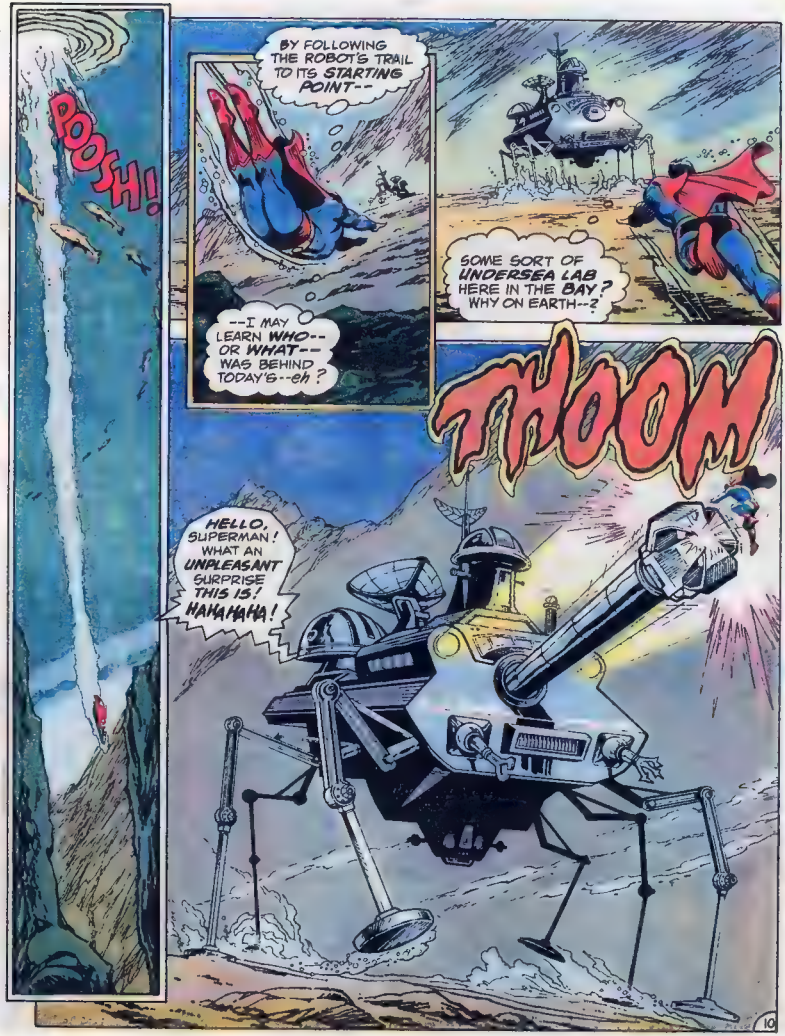
RIGHT. AS YOU KNOW, WE LEAVE THIS EVENING FOR THE WORLD NEWS CONFERENCE IN NEW YORK. NOW, I'VE BEEN WORKING ON A BIG DEAL WHICH I HOPE TO FINALIZE AT--
MR. EDGE!
WHAT, OLSEN?


"IT'S THE TV, MR. EDGE: CHANNEL 2 IS RUNNING A SPECIAL REPORT..."
--WREAKING HAVOC OVER THE ENTIRE WEST SIDE.
MOST OF THE DEMOLISHED BUILDINGS WERE EMPTY--


--YET, EVEN SO, TODAY'S BIZARRE ATTACK MUST RANK AMONG THE WORST DISASTERS IN THE CITY'S HISTORY.
ACCORDING TO A S.T.A.R. SPOKESMAN, THE ROBOT STOLE A NEWLY-DESIGNED PROGRAMMING CIRCUIT, USED FOR THE DIRECTION OF SATELLITES IN ORBIT. THIS--
BLAST!

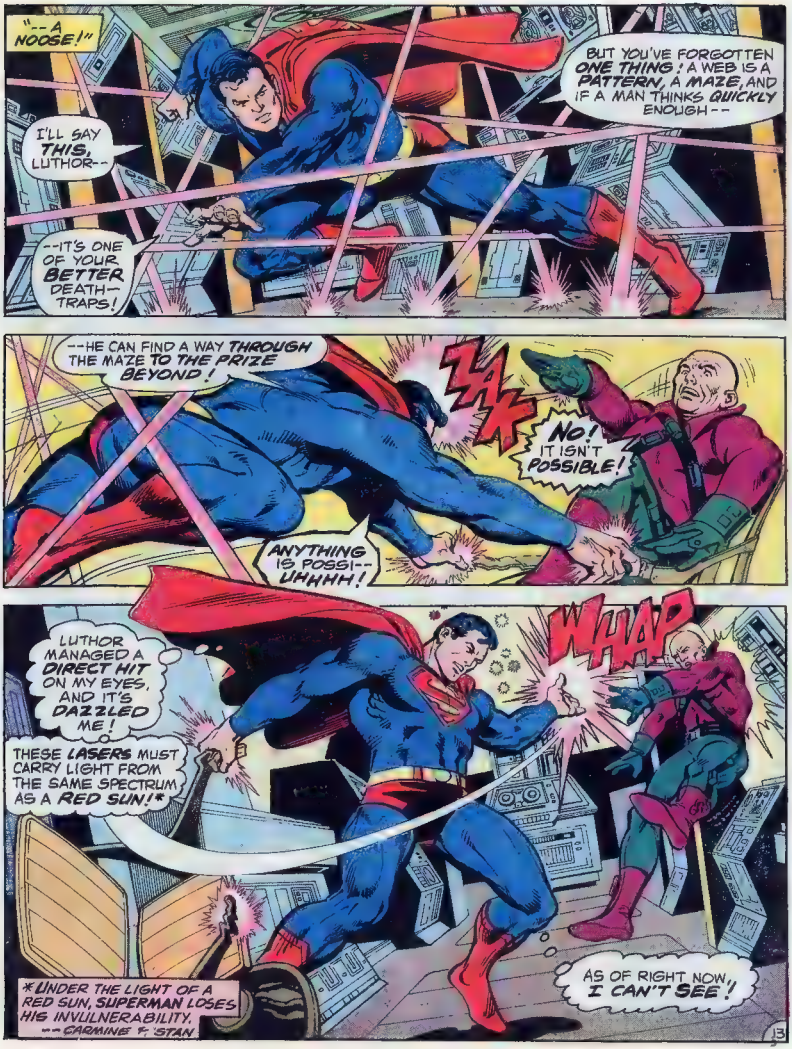
WHY WEREN'T YOU COVERING THAT STORY, KENT? WOULD WALTER CRONKITE LET A STORY LIKE THAT SLIP THROUGH HIS FINGERS?
NO! AND IF YOU KNOW WHAT'S GOOD FOR YOU, KENT--
--IN THE FUTURE, NEITHER WILL YOU!
DAILY GLOBE
I'VE BEEN A FOOL... A REGULAR DODO...!

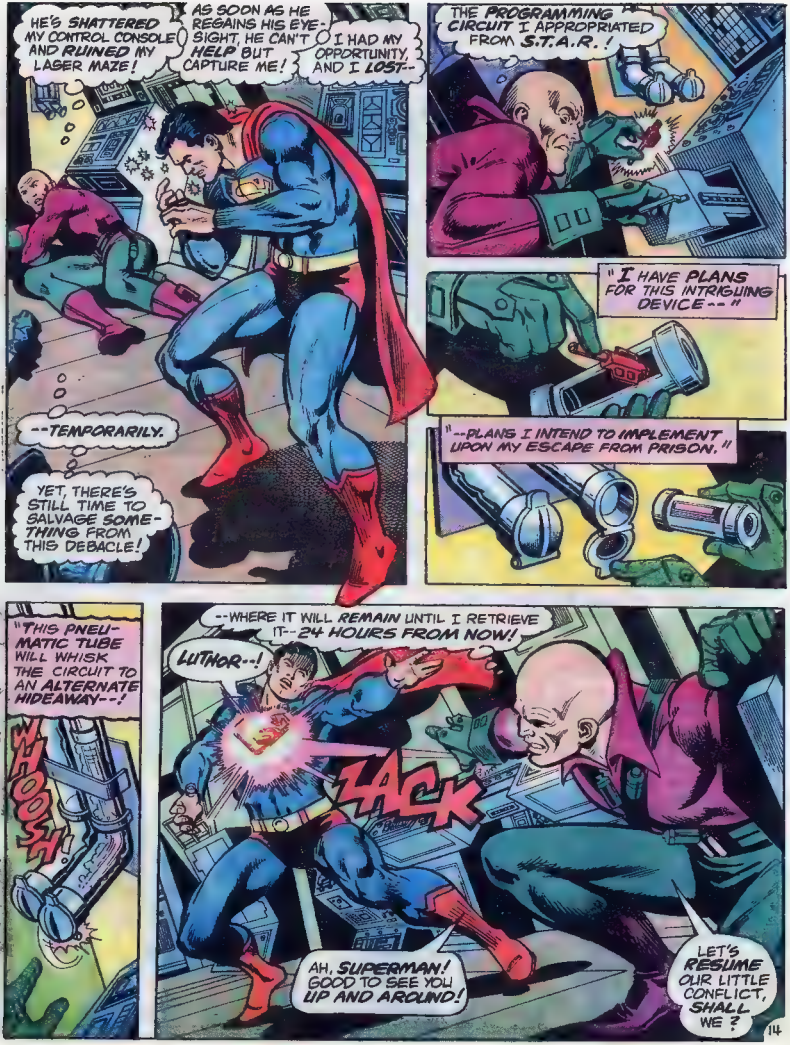

SOON, IN A FAMILIAR BROOM CLOSET...
WATCHING THAT BROADCAST, I HAD AN IDEA...
...AND I HATE MYSELF FOR NOT THINKING OF IT EARLIER!
WHEN I REALIZED HOW MUCH TIME I WASTED TAKING THAT ROBOT APART AND SEARCHING ITS BODY FOR THE MISSING CIRCUIT--
--I COULD KICK MYSELF FROM HERE TO THE MOON, LITERALLY!
WELL, WHAT'S DONE IS DONE!
--WHICH ARE LEADING ME STRAIGHT TO METROPOLIS BAY!
THERE: BELOW THE SURFACE!
"THE WORST DISASTER IN THE CITY'S HISTORY," THE TV SAID--AND IT WAS RIGHT.
IT WAS SO BAD, THE ROBOT LEFT TRACKS--


BY FOLLOWING THE ROBOT'S TRAIL TO ITS STARTING POINT--
--I MAY LEARN WHO-- OR WHAT-- WAS BEHIND TODAY'S--eh?
SOME SORT OF UNDERSEA LAB HERE IN THE BAY? WHY ON EARTH--?
BOOSH!
THOOM
HELLO, SUPERMAN! WHAT AN UNPLEASANT SURPRISE THIS IS! HAHAHAHA!

I TRUST YOU'LL PARDON THIS RATHER RUDE METHOD OF EXTENDING AN INVITATION--
--BUT I WOULD LIKE YOU TO JOIN ME--
"--INSIDE!"
LUTHOR! SO YOU'RE THE MAN BEHIND ALL THIS!
YOU SEEM STARTLED, OLD FRIEND!
HADN'T YOU GUESSED?
FRANKLY, NO! BUT I CAN SEE NOW I SHOULD HAVE, SINCE ONLY A MADMAN WOULD DEVASTATE HALF A CITY FOR THE SAKE OF A SIMPLE THEFT.
COME NOW, SUPERMAN! SURELY YOU DON'T THINK AS LITTLE OF ME AS ALL THAT!
I NEVER ACT CAPRICIOUSLY--
--ESPECIALLY IN MATTERS OF CRIME!
MY ROBOT HAD A TWOFOLD PURPOSE: TO COMMIT A THEFT, AND TO LURE MY GREATEST ENEMY TO HIS DESTRUCTION!
AND, SUPERMAN... MY GREATEST ENEMY... IS YOU!
WE WERE FRIENDS ONCE, LUTHOR... LONG AGO.
FOR A TIME, I HOPED WE COULD BE FRIENDS AGAIN--
PERHAPS WE WILL BE, SOMEDAY--

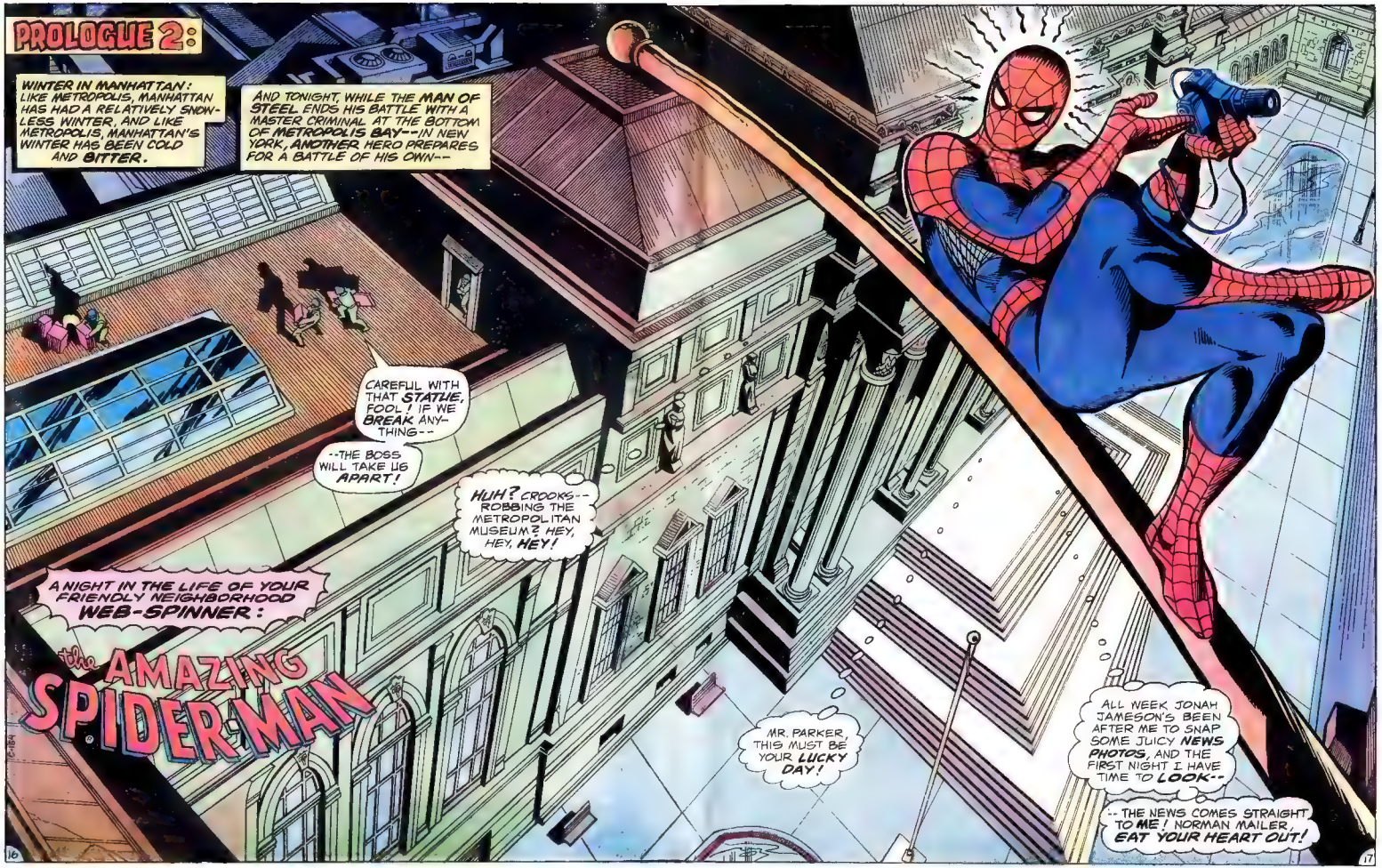
--BUT IN THE MEANTIME, WE ARE ENEMIES, BECAUSE YOU CHOSE LAWLESSNESS, AND I CHOSE LAW!
YOU'RE GOING BACK TO PRISON, LUTHOR--
--AND YOU'RE GOING NOW!
KLIK!
I THINK NOT, "OLD FRIEND".
THE ONLY ONE OF US WHO IS LEAVING IS YOU--
WHAT? HIGH-INTENSITY LASERS?
CORRECT, SUPERMAN. LASERS OF MY OWN DESIGN--
KLIK!
--AND YOU'RE GOING TO THE GRAVE!
--POWERFUL ENOUGH EVEN TO DESTROY YOU!
AS FAST AS YOU MOVE, LIGHT MOVES FASTER!
KLIK
ULTIMATELY, THE LASERS WILL FORM A DEADLY WEB AROUND YOU--
"--WHICH WILL DRAW TIGHTER--"
"--AND TIGHTER--"
"--BECOMING AT LAST--"
KK
12

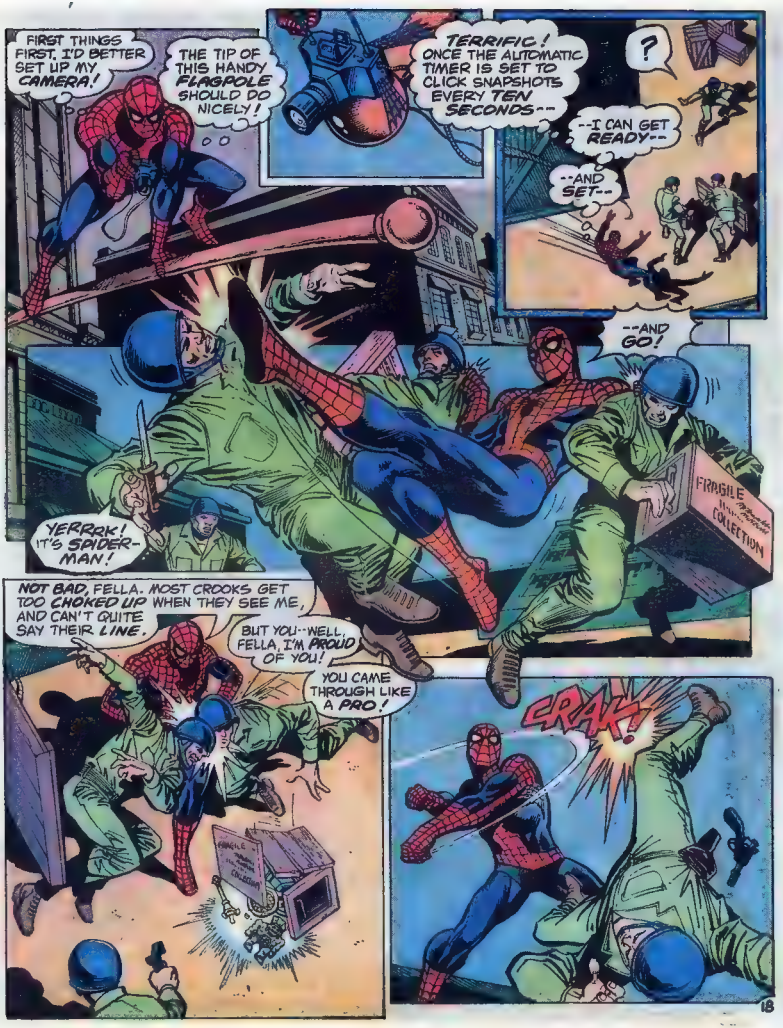

"--A NOOSE!"
I'LL SAY THIS, LUTHOR--
--IT'S ONE OF YOUR BETTER DEATH-TRAPS!
BUT YOU'VE FORGOTTEN ONE THING! A WEB IS A PATTERN, A MAZE, AND IF A MAN THINKS QUICKLY ENOUGH--
--HE CAN FIND A WAY THROUGH THE MAZE TO THE PRIZE BEYOND!
ZAK
NO! IT ISN'T POSSIBLE!
ANYTHING IS POSS!-- UHHHH!
LUTHOR MANAGED A DIRECT HIT ON MY EYES, AND IT'S DAZZLED ME!
THESE LASERS MUST CARRY LIGHT FROM THE SAME SPECTRUM AS A RED SUN!*
WHAP
AS OF RIGHT NOW, I CAN'T SEE!
*UNDER THE LIGHT OF A RED SUN, SUPERMAN LOSES HIS INVULNERABILITY. --CARMINE & STAN


HE'S SHATTERED MY CONTROL CONSOLE AND RUINED MY LASER MAZE!
AS SOON AS HE REGAINS HIS EYESIGHT, HE CAN'T HELP BUT CAPTURE ME!
I HAD MY OPPORTUNITY, AND I LOST--
--TEMPORARILY.
YET, THERE'S STILL TIME TO SALVAGE SOMETHING FROM THIS DEBACLE!
THE PROGRAMMING CIRCUIT I APPROPRIATED FROM S.T.A.R.!
"I HAVE PLANS FOR THIS INTRIGUING DEVICE--"
"--PLANS I INTEND TO IMPLEMENT UPON MY ESCAPE FROM PRISON."
"THIS PNEUMATIC TUBE WILL WHISK THE CIRCUIT TO AN ALTERNATE HIDEAWAY--!
WHOOSH
--WHERE IT WILL REMAIN UNTIL I RETRIEVE IT--24 HOURS FROM NOW!
LUTHOR--!
KACK
AH, SUPERMAN! GOOD TO SEE YOU UP AND AROUND!
LET'S RESUME OUR LITTLE CONFLICT, SHALL WE?

UHH! EACH BLAST WEAKENS ME--A LITTLE MORE!
HAVE TO ACT QUICKLY--
--AND THE QUICKEST MOVE IS TO USE MY HEAT VISION--
"--TO MELT THAT BULK-HEAD WALL!"
WHAT IN THE NAME OF SANITY?
SPLASH
YOU BURNED DOWN THE WALL--
--I'LL DROWN!
RELAX, LUTHOR. THE GAME'S OVER NOW...
...AND IT'S TIME YOU PAID THE PIPER!
FORSET THE PIPER.
JUST TAKE ME TO JAIL!
AND SO WE BID A FOND, TEMPORARY FAREWELL TO THE MAN KNOWN AS LEX LUTHOR. WE'LL ALSO BID FAREWELL TO CLARK KENT, AS HE HURRIES TO JOIN HIS FRIENDS ABOARD AN EVENING FLIGHT TO NEW YORK.
WE'LL SEE SOME MORE OF THESE PEOPLE A LITTLE LATER. RIGHT NOW, IT'S TIME FOR A PAGE BREAK... AND THEN, IT'LL BE TIME FOR... SPIDER-MAN!

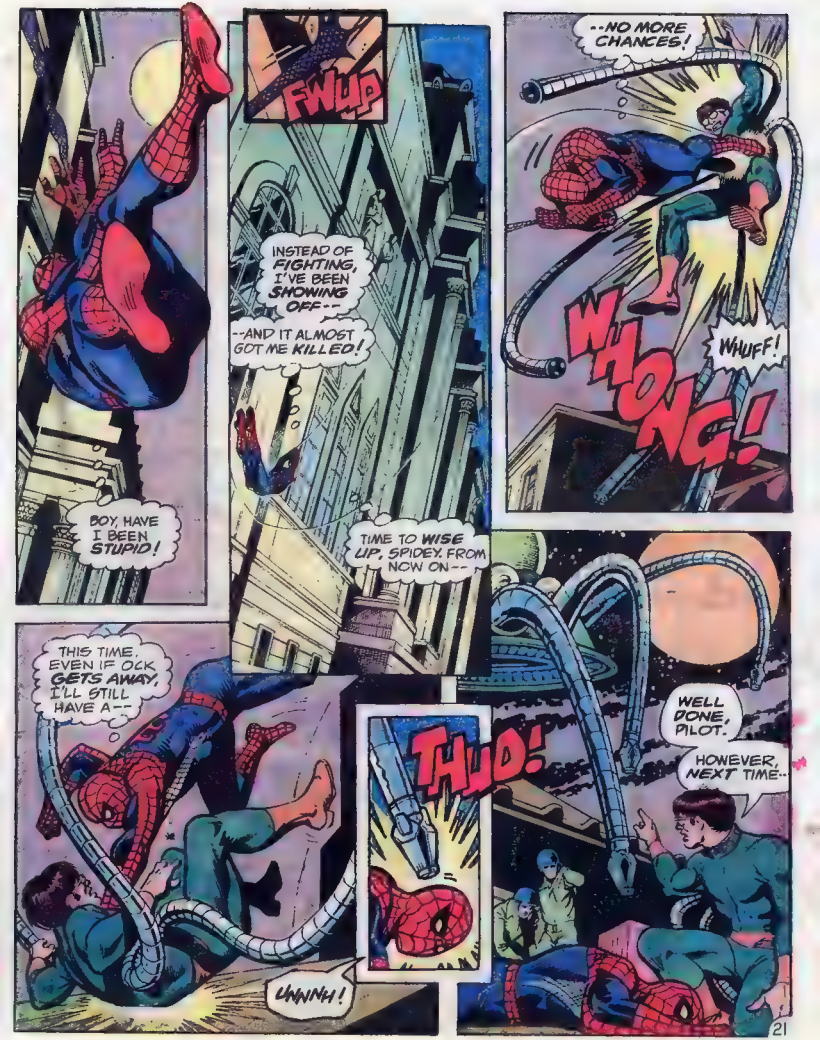
now a pause for HERO IDENTIFICATION:
BORN ON THE PLANET KRYPTON, YOUNG KAL-EL ESCAPED THE CATACLYSMIC DESTRUCTION OF HIS HOME WORLD IN AN EXPERIMENTAL ROCKET DESIGNED BY HIS FATHER-- COMING TO EARTH--
--WHERE, THANKS TO THE RAYS OF OUR YELLOW SUN AND EARTH'S LIGHTER GRAVITY, HE GAINED THE SPECTACULAR POWERS WHICH HAVE MADE HIM
SUPERMAN
STRONGER THAN ANY MAN ALIVE ON EARTH, SUPERMAN WAS ADOPTED BY THE KENTS--
--WHO TAUGHT HIM TO USE HIS INDESTRUCTIBILITY IN AN EVERLASTING FIGHT AGAINST CRIME--
--FOR TRUTH, JUSTICE, AND THE TERRAN WAY!


PROLOGUE 2:
WINTER IN MANHATTAN: LIKE METROPOLIS, MANHATTAN HAS HAD A RELATIVELY SNOWLESS WINTER, AND LIKE METROPOLIS, MANHATTAN'S WINTER HAS BEEN COLD AND BITTER.
AND TONIGHT, WHILE THE MAN OF STEEL ENDS HIS BATTLE WITH A MASTER CRIMINAL AT THE BOTTOM OF METROPOLIS BAY--IN NEW YORK, ANOTHER HERO PREPARES FOR A BATTLE OF HIS OWN--
CAREFUL WITH THAT STATUE, FOOL! IF WE BREAK ANYTHING--
--THE BOSS WILL TAKE US APART!
HUH? CROOKS--ROBBING THE METROPOLITAN MUSEUM? HEY, HEY, HEY!
A NIGHT IN THE LIFE OF YOUR FRIENDLY NEIGHBORHOOD WEB-SPINNER:
the AMAZING SPIDER-MAN
MR. PARKER, THIS MUST BE YOUR LUCKY DAY!
ALL WEEK JONAH JAMESON'S BEEN AFTER ME TO SNAP SOME JUICY NEWS PHOTOS, AND THE FIRST NIGHT I HAVE TIME TO LOOK--
--THE NEWS COMES STRAIGHT TO ME! NORMAN MAILER, EAT YOUR HEART OUT!


FIRST THINGS FIRST, I'D BETTER SET UP MY CAMERA!
THE TIP OF THIS HANDY FLAGPOLE SHOULD DO NICELY!
TERRIFIC! ONCE THE AUTOMATIC TIMER IS SET TO CLICK SNAPSHOTS EVERY TEN SECONDS--
?
--I CAN GET READY--
--AND SET--
--AND GO!
YERROK! IT'S SPIDER-MAN!
FRAGILE
NOT BAD, FELLA. MOST CROOKS GET TOO CHOKED UP WHEN THEY SEE ME, AND CAN'T QUITE SAY THEIR LINE.
BUT YOU--WELL, FELLA, I'M PROUD OF YOU!
YOU CAME THROUGH LIKE A PRO!
CRAK!

CURSE YOU, WALL-CRAWLER! AM I NEVER TO BE FREE?
WILL YOU HOUND ME FOREVER?
WILL THERE NEVER BE AN END?
HUH?
KLANG
KLANG
KLANG
SO YOU'RE "THE BOSS"--
AFTER OUR LAST, RATHER UNFORTUNATE ENCOUNTER, I DECIDED TO PLAN MY NEXT "OUTING" IN FINER DETAIL--
--YET STILL, YOU PERSIST IN THWARTING ME!
--AND FOR THAT, YOU WILL BE AMPLY PUNISHED!
LOOK TO THE SKY, SPIDER-MAN!
--DOCTOR OCTOPUS!
THE SAME!

--AND BEHOLD THE FLYING OCTOPUS!
IT MARKS THE BEGINNING OF A NEW ERA IN MY PURSUIT OF CRIME!
YEEECH! AND I THOUGHT THE SPIDER-MOBILE WAS A FIASCO!
IS THAT MONSTROSITY SUPPOSED TO IMPRESS PEOPLE, OCKIE?
OR IS IT JUST A GIANT CONVERSATION PIECE?
IMPUDENT CLOD!
I'LL TEACH YOU TO INSULT ME! I'LL--
WHAK!
UH-UNH, OCKIE--
YOU WON'T DO A THING--
--EXCEPT TAKE A BIG FALL!
CHONK
DON'T BE ABSURD.
OOF!
IF ANYONE IS GOING TO FALL-- IT'S YOU!

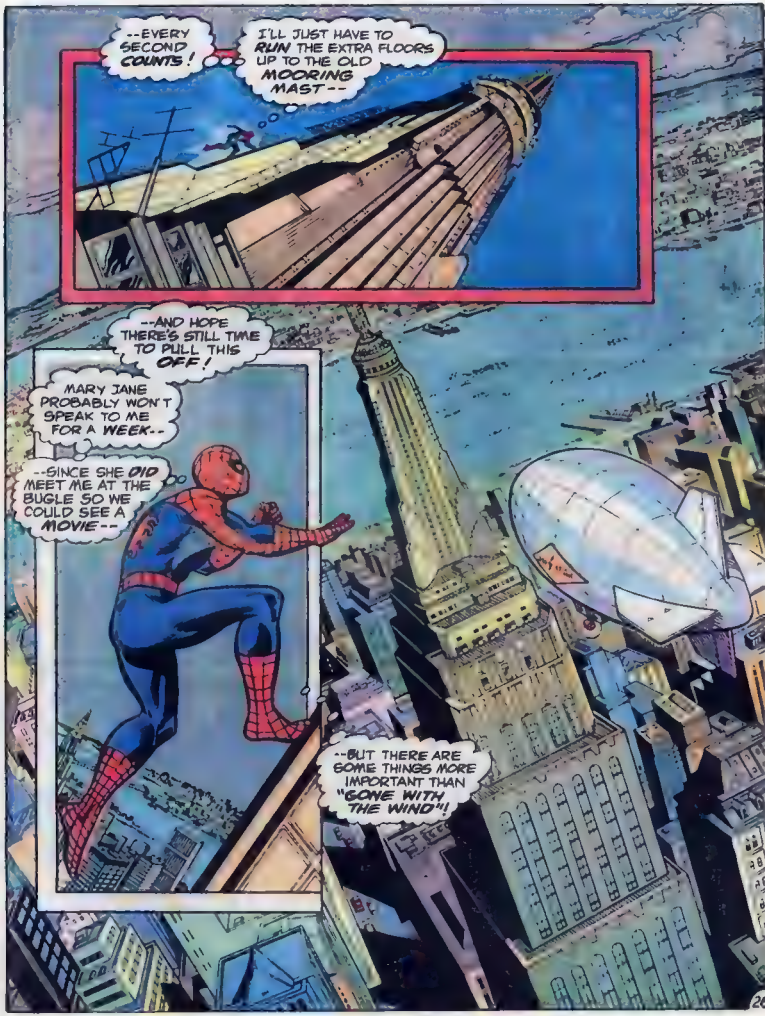

BOY, HAVE I BEEN STUPID!
FWUP
INSTEAD OF FIGHTING, I'VE BEEN SHOWING OFF--
--AND IT ALMOST GOT ME KILLED!
TIME TO WISE UP, SPIDEY. FROM NOW ON--
--NO MORE CHANCES!
WHONG!
WHUFF!
THIS TIME, EVEN IF OCK GETS AWAY, I'LL STILL HAVE A--
UNNNH!
THUD!
WELL DONE, PILOT.
HOWEVER, NEXT TIME--

--TRY NOT TO CUT IT SO CLOSE!
UH...SORRY, DOCTOR.
SHOULD WE COLLECT THE BOOTY NOW?
WHAT ELSE, YOU BUNGLING, BUFFOON?
THE POLICE ARE PRACTICALLY HERE ALREADY!
IF WE'RE TO ESCAPE WITH THE "LOOT"--
REEE!
--WE MUST DO SO AT ONCE!
AND SO, SCANT SECONDS LATER...
SWOOSH!
OCTOPUS AND HIS MEN ARE GONE--
SPIDER-MAN!
--BUT IT LOOKS LIKE THEY'VE LEFT US A CONSOLATION PRIZE!
COPS!
UH-UHN! YOU GUYS THINK I'M A CROOK LIKE OCK--
--AND THAT MEANS I'M SPLITTING--PRONTO!
DON'T MOVE OR WE'LL SHOOT, OUTLAW!
ARE YOU CRAZY? I--
OH, NO!
PSW
KPOW!
OF ALL THE TIMES TO RUN OUT OF WEB-FLUID!
HERO, YOUR LUCKY DAY--THIS IS NOT!

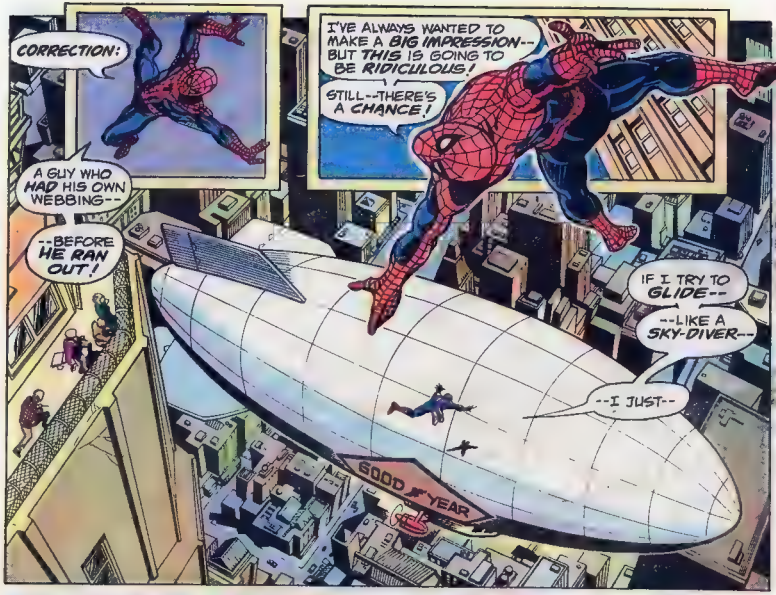
SHORTLY, HAVING RETRIEVED HIS CAMERA, SPIDEY MAKES A ROOF-TOP JOURNEY CROSS-TOWN--
--WHERE, ATOP THE DAILY BUGLE BUILDING--
--SPIDER-MAN DISAPPEARS, TO BE REPLACED BY:
PETER PARKER! YOU LITTLE--
TEMPER, TEMPER, JONAH. BE NICE TO ME--
--OR I WON'T GIVE YOU THESE PICS OF DOC OCK BATTLING SPIDER-MAN!
HMMM?
YOU HEARD ME, JONAH!
PETER PARKER, BOY PHOTO-GRAPHER HAS DONE IT AGAIN!
EXCLUSIVE SHOTS OF THE FLYING OCTOPUS--- PLUS MUCH, MUCH MORE!
SHALL I GO ON?
PARKER, YOU'LL GET A BONUS FOR THIS! WITH LUCK, THESE PHOTOS CAN STILL MAKE THE FRONT PAGE OF OUR NIGHT OWL EDITION.
HELLO, CARMODY? GET IN HERE!
YES, MR. JAMESON?
SEND THIS FILM THROUGH PRO-DUCTION. FAST!
TAKE THE BEST SHOT--
--AND PLASTER IT OVER PAGE ONE! MOVE!!
THIS COULD MEAN THE PULITZER PRIZE, PARKER... PERHAPS EVEN SOMETHING FOR YOU.
SIT BACK-- YOU LOOK TIRED.
WANT A PILLOW?
HERE--USE MY COAT.
FORTY-FIVE SACCARINE-FILLED MINUTES LATER...
UH...
JONAH, THE NIGHT OWL EDITION IS OUT... AND THE TRUCKS ARE ON THEIR WAY TO THE STANDS...
CARMODY'S GOT A COPY!
--AND I THINK IT'S SOMETHING YOU SHOULD SEE.
IF I'D BEEN HERE, I MIGHT HAVE HELPED, BUT--
I DID WHAT YOU SAID, SIR.
THE--UH--BEST SHOT--ON--PAGE ONE.

YAAHH!
OH, WOW! MY AUTOMATIC CAMERA MUST'VE BEEN OUT OF SYNCHRONIZATION! ALL IT PHOTOGRAPHED WERE PARTS OF OCK AND ME--NEVER A COMPLETE SHOT! MAN, AM I IN TROUBLE!
YOU! YOU DID THIS DELIBERATELY!
NOW, JONAH--DON'T GET EXCITED--!
"DON'T GET EXCITED"?
I'LL SHOW YOU EXCITED!
I'LL KILL YOU FOR THIS!
WITH MY BARE HANDS!
JONAH, STOP IT! YOU'RE GETTING HYSTERICAL!
GET OUT OF MY OFFICE, PARKER!
OUT OF MY BUILDING!
GET OUT!
GET OUT!
GET OUT!
HEY, PETER--WHAT'S UP?
I'LL TELL YOU OUTSIDE, MARY JANE.
24

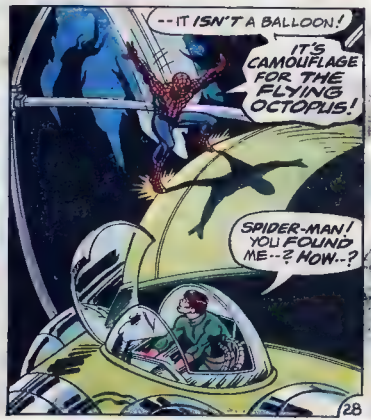
SHORTLY, AS PETER AND THE BEGUILING MARY JANE WATSON WANDER SOUTH...
SO LISTEN, PETER--YOU MADE A MISTAKE, WHY WORRY?
IT SEEMS I'M ALWAYS MAKING MISTAKES, M.J.
DRUGS
EMPIRE STATE BUILDING
TAKE THIS NEWS CONVENTION STARTING TOMORROW!
AUNT MAY WANTED TO COME WITH US, BUT BECAUSE I GOT THE DATES MIXED UP, SHE'S OFF ON A VACATION WITH YOUR AUNT, SO NOW SHE'LL MISS IT, AND THE ONLY GUY I CAN BLAME IS--
--ME!
HEY, TIGER--YOU OKAY?
MY SPIDER-SENSE IS TINGLING--
--WARNING ME TO LOOK UPWARD--TO THE EAST!
THAT BLIMP--
'SCUSE ME, MJ--FEELING SICK--GOTTA GET SOME WATER--!
"WATER"--?
EMPIRE STATE BUIL
OBSERVATORY
PUSHY BLASTED NEW YORKER!
VERY SHORTLY--
TOO BAD THE EXPRESS ELEVATORS ONLY GO TO THE 80TH FLOOR--!
STILL, IT WAS EMPTY--GAVE ME A CHANCE TO SWITCH CLOTHES--
--AND FOR WHAT I'VE GOT PLANNED--
M-MILDRED... I THINK IT'S TIME WE W-WENT HOME TO C-CLEVELAND!
25


--EVERY SECOND COUNTS!
I'LL JUST HAVE TO RUN THE EXTRA FLOORS UP TO THE OLD MOORING MAST--
--AND HOPE THERE'S STILL TIME TO PULL THIS OFF!
MARY JANE PROBABLY WON'T SPEAK TO ME FOR A WEEK--
--SINCE SHE DID MEET ME AT THE BUGLE SO WE COULD SEE A MOVIE--
--BUT THERE ARE SOME THINGS MORE IMPORTANT THAN "GONE WITH THE WIND"!

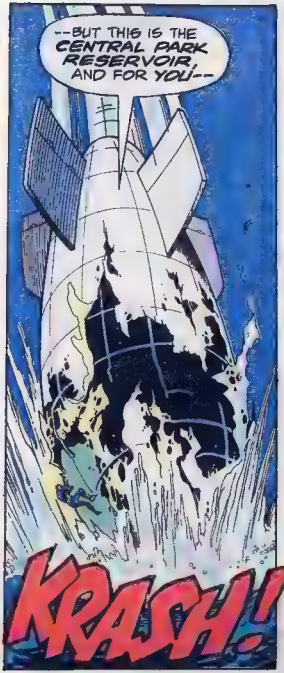
--AND ONE OF THOSE THINGS--
--IS THIS!
WHOOPS! I'VE MISJUDGED MY ANGLE! THE BLIMP'S GOING TO PASS TO MY LEFT!
BUT THAT'S NO PROBLEM FOR A GUY WITH HIS OWN HOME-MADE WEBBING--
YEAR
FIZZ
OBOY!

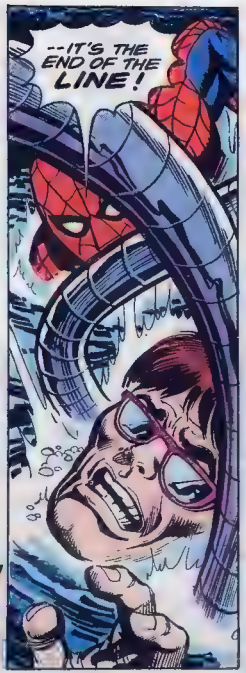

CORRECTION:
I'VE ALWAYS WANTED TO MAKE A BIG IMPRESSION--BUT THIS IS GOING TO BE RIDICULOUS!
STILL--THERE'S A CHANCE!
A GUY WHO HAD HIS OWN WEBBING--
--BEFORE HE RAN OUT!
IF I TRY TO GLIDE--
--LIKE A SKY-DIVER--
--I JUST--
GOOD YEAR

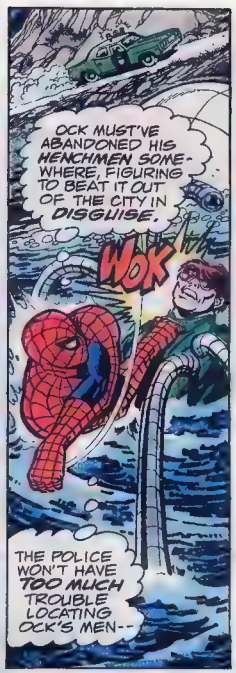
--MIGHT--
--MAKE IT!
HUH? THE BLIMP'S SURFACE IS LIKE TISSUE PAPER!
THEN--
RIPPPP

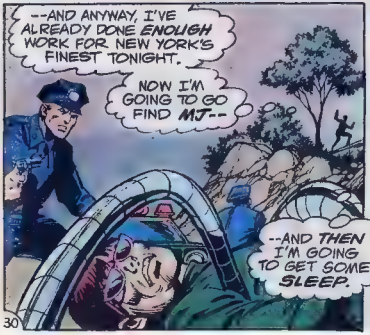

--IT ISN'T A BALLOON!
IT'S CAMOUFLAGE FOR THE FLYING OCTOPUS!
SPIDER-MAN! YOU FOUND ME--? HOW--?

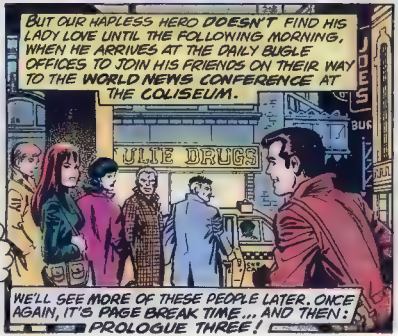
LOOK ON YOUR BACK, OCK, AND YOU'LL SEE THE SPIDER-TRACER I PLANTED DURING OUR FIGHT EARLIER!
THERE-- NOW DON'T YOU FEEL STUPID?
IF YOU MISSED IT, LOOK AGAIN, FLASHBACK FANS!
WHY, YOU, YOU, YOU--
THE WORD YOU'RE GROPING FOR, DOC, IS "CLOD"--
--AS IN "IMPUDENT CLOD", AS IN "DUMB-BELL", AS IN "FOOL".
NONE OF WHICH APPLY TO ME, FELLA.
IN CASE YOU HAVEN'T NOTICED.
I'LL DISMEMBER YOU FOR THIS, WALL-CRAWLER!
FAT CHANCE, TUBBO!
DON'T LOOK NOW--


--BUT THIS IS THE CENTRAL PARK RESERVOIR, AND FOR YOU--
KRASH!

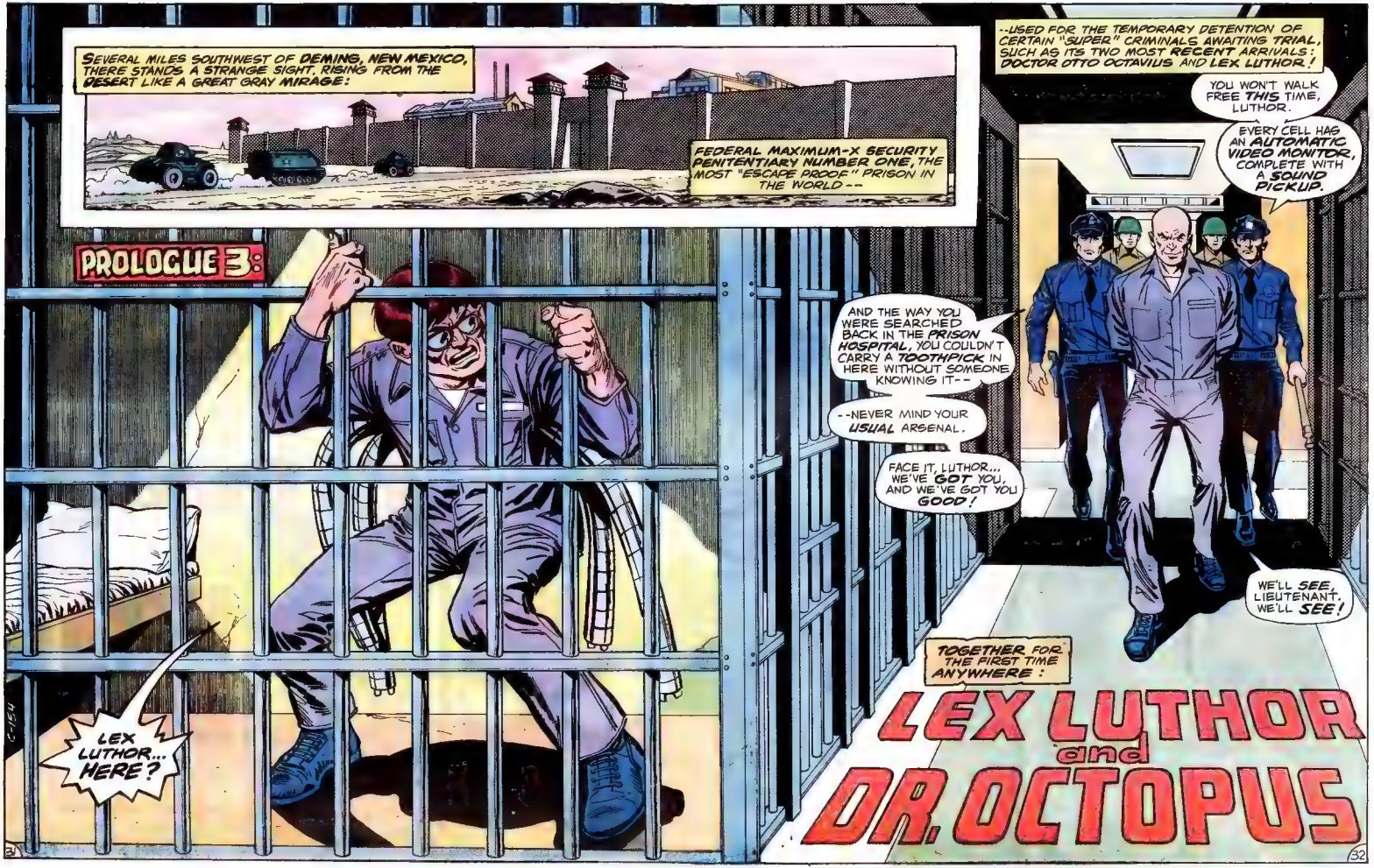

--IT'S THE END OF THE LINE!


OCK MUST'VE ABANDONED HIS HENCHMEN SOMEWHERE, FIGURING TO BEAT IT OUT OF THE CITY IN DISGUISE.
WOK
THE POLICE WON'T HAVE TOO MUCH TROUBLE LOCATING OCK'S MEN--


--AND ANYWAY, I'VE ALREADY DONE ENOUGH WORK FOR NEW YORK'S FINEST TONIGHT.
NOW I'M GOING TO GO FIND MJ--
--AND THEN I'M GOING TO GET SOME SLEEP.


BUT OUR HAPLESS HERO DOESN'T FIND HIS LADY LOVE UNTIL THE FOLLOWING MORNING, WHEN HE ARRIVES AT THE DAILY BUGLE OFFICES TO JOIN HIS FRIENDS ON THEIR WAY TO THE WORLD NEWS CONFERENCE AT THE COLISEUM.
ULIE DRUGS
WE'LL SEE MORE OF THESE PEOPLE LATER. ONCE AGAIN, IT'S PAGE BREAK TIME... AND THEN: PROLOGUE THREE!

yet another pause for HERO IDENTIFICATION:
WHILE STILL IN HIGH SCHOOL, YOUNG PETER PARKER WAS BITTEN BY A RADIOACTIVE SPIDER AT A SCIENCE EXHIBITION...
INSTEAD OF DYING, HE SOON FOUND HIMSELF POSSESSING UNCANNY ABILITIES--THE PROPORTIONATE STRENGTH OF A SPIDER, THE KNACK OF CLIMBING WALLS--
--ALL OF WHICH MADE HIM A FRIENDLY NEIGHBORHOOD--
SPIDER-MAN
WITH THE DEATH OF HIS UNCLE BEN--A DEATH PETER FELT HE COULD HAVE PREVENTED--SPIDEY TURNED HIS TALENTS TO FIGHTING CRIME. HE HAD DESIGNED A COSTUME WITH ONE-WAY EYE HOLES--
--A HANDY-DANDY WEB-SHOOTER, WHICH CARRIED HIS OWN WEB-FORMULA--
--AND A SPECIAL BELT-PACK, CONTAINING ALL SORTS OF SPIDER-GOODIES. NOW HE, TOO, BATTLES EVIL --AS SPIDER-MAN!


SEVERAL MILES SOUTHWEST OF DEMING, NEW MEXICO, THERE STANDS A STRANGE SIGHT, RISING FROM THE DESERT LIKE A GREAT GRAY MIRAGE:
FEDERAL MAXIMUM-X SECURITY PENITENTIARY NUMBER ONE, THE MOST "ESCAPE PROOF" PRISON IN THE WORLD --
--USED FOR THE TEMPORARY DETENTION OF CERTAIN "SUPER" CRIMINALS AWAITING TRIAL, SUCH AS ITS TWO MOST RECENT ARRIVALS: DOCTOR OTTO OCTAVIUS AND LEX LUTHOR!
PROLOGUE 3:
LEX LUTHOR... HERE?
AND THE WAY YOU WERE SEARCHED BACK IN THE PRISON HOSPITAL, YOU COULDN'T CARRY A TOOTHPICK IN HERE WITHOUT SOMEONE KNOWING IT--
--NEVER MIND YOUR USUAL ARSENAL.
FACE IT, LUTHOR... WE'VE GOT YOU, AND WE'VE GOT YOU GOOD!
YOU WON'T WALK FREE THIS TIME, LUTHOR.
EVERY CELL HAS AN AUTOMATIC VIDEO MONITOR, COMPLETE WITH A SOUND PICKUP.
WE'LL SEE, LIEUTENANT. WE'LL SEE!
TOGETHER FOR THE FIRST TIME ANYWHERE:
LEX LUTHOR and DR. OCTOPUS
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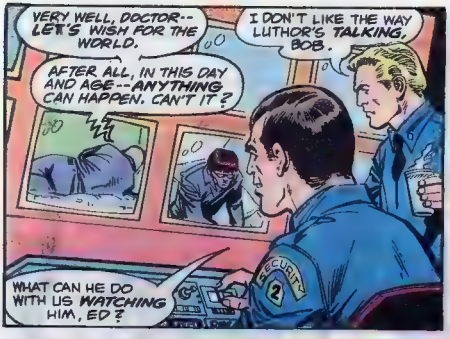
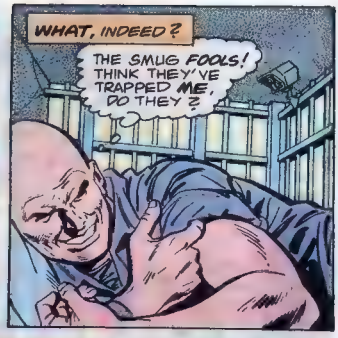
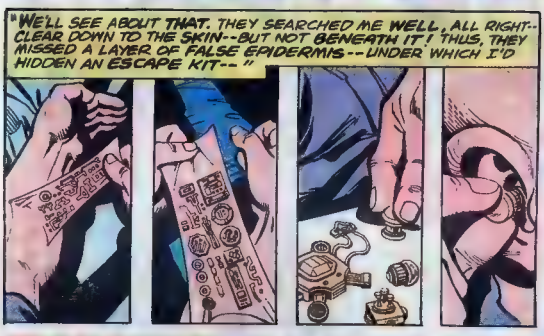
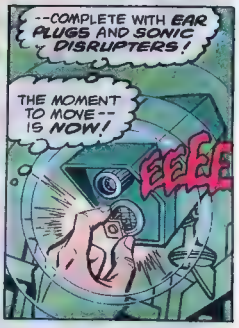
SHOULD I KNOW YOU, SIR?
YES. THE NAME'S OCTAVIUS-- OTTO OCTAVIUS.
COLLOQUIALLY KNOWN AS DOC OCK.
I'D SAY IT'S A PLEASURE MEETING YOU, OCTAVIUS--
--BUT UNDER THE PRESENT CIRCUM-STANCES...
I AGREE.
WE'RE QUITE A PAIR, AREN'T WE, LUTHOR?
IF NOT FOR SPIDER-MAN--
"--YOU'D BE ON TOP OF THE WORLD," EH, DOCTOR?
WE EACH HAVE OUR OWN NEMESIS, MY FRIEND. YOU, YOUR WEB-SLINGER--
--I, MY MAN OF STEEL.
STILL, TOMORROW, PERHAPS...!
"TOMORROW"?
TOMORROW, WE'LL BE RIGHT HERE, LUTHOR--
--WATCHED BY THOSE BLASTED ALL-SEEING EYES!
PERHAPS.
PERHAPS NOT.
STILL--IF WE WERE FREE TOMORROW, WOULD YOU CARE TO JOIN FORCES TO MAKE A SMALL TRADE?
HAH!
"MY ENEMY FOR YOURS"? WHY NOT, LUTHOR? AS LONG AS WE'RE PLAYING MAKE-BELIEVE --
WHY NOT WISH FOR THE WORLD?

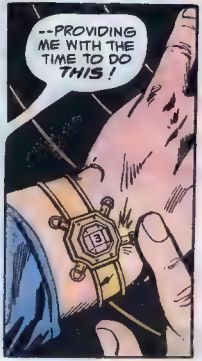

VERY WELL, DOCTOR-- LET'S WISH FOR THE WORLD.
I DON'T LIKE THE WAY LUTHOR'S TALKING, BOB.
AFTER ALL, IN THIS DAY AND AGE--ANYTHING CAN HAPPEN. CAN'T IT?
SECURITY 2
WHAT CAN HE DO WITH US WATCHING HIM, ED?

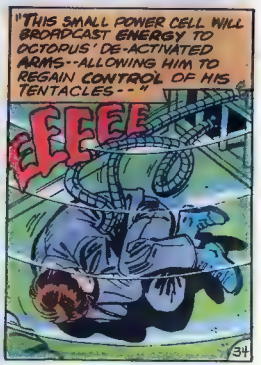

WHAT, INDEED?
THE SMUG FOOLS! THINK THEY'VE TRAPPED ME, DO THEY?

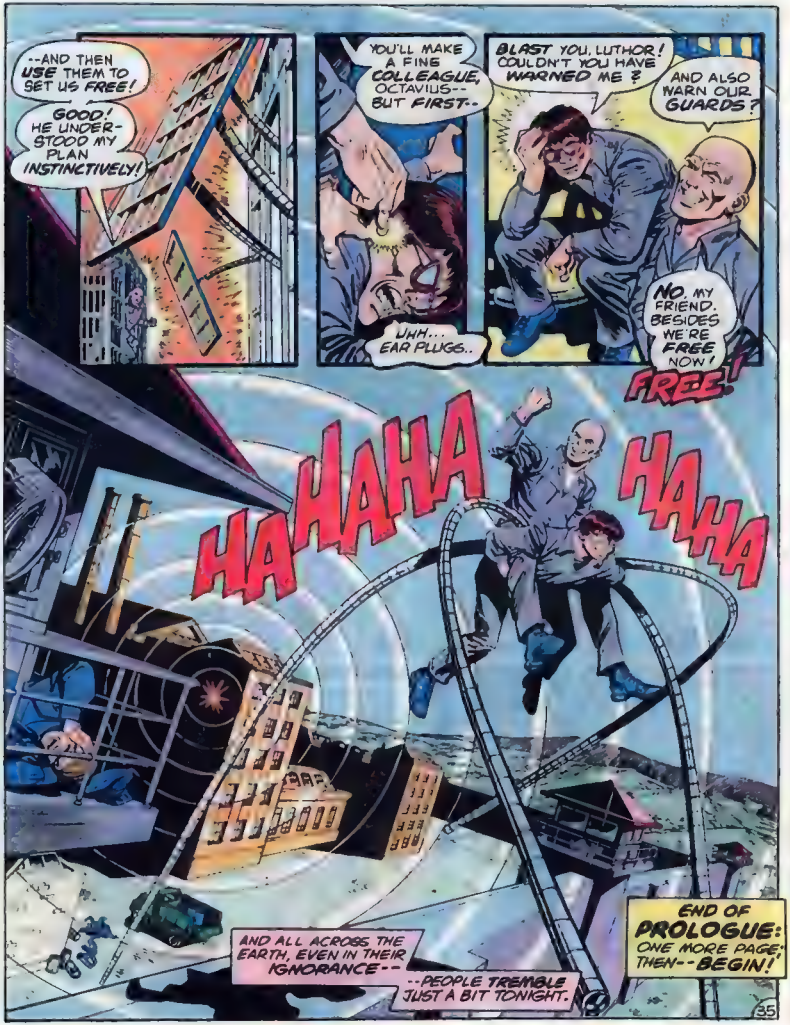

"WELL SEE ABOUT THAT. THEY SEARCHED ME WELL, ALL RIGHT--CLEAR DOWN TO THE SKIN--BUT NOT BENEATH IT! THUS, THEY MISSED A LAYER OF FALSE EPIDERMIS--UNDER WHICH I'D HIDDEN AN ESCAPE KIT--"


--COMPLETE WITH EAR PLUGS AND SONIC DISRUPTERS!
THE MOMENT TO MOVE-- IS NOW!
EEEE

GOOD NIGHT, GENTLEMEN! THOSE SONIC PULSES WILL DRIVE YOU INTO A DEEP, RELENTLESS SLEEP--

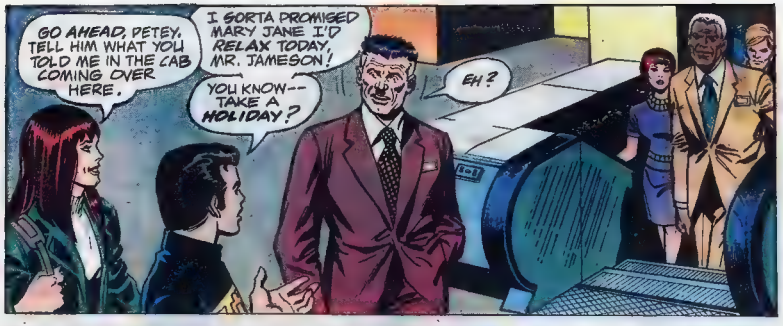

--PROVIDING ME WITH THE TIME TO DO THIS!


"THIS SMALL POWER CELL WILL BROADCAST ENERGY TO OCTOPUS' DE-ACTIVATED ARMS--ALLOWING HIM TO REGAIN CONTROL OF HIS TENTACLES--"
EEEE

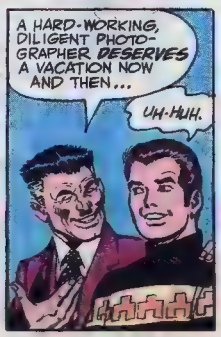

--AND THEN USE THEM TO SET US FREE!
GOOD! HE UNDERSTOOD MY PLAN INSTINCTIVELY!
YOU'LL MAKE A FINE COLLEAGUE, OCTAVIUS-- BUT FIRST--
UHH... EAR PLUGS..
BLAST YOU, LUTHOR! COULDN'T YOU HAVE WARNED ME?
AND ALSO WARN OUR GUARDS?
NO, MY FRIEND. BESIDES WE'RE FREE NOW!
FREE!
HAHAHA
HAHA
AND ALL ACROSS THE EARTH, EVEN IN THEIR IGNORANCE--
--PEOPLE TREMBLE JUST A BIT TONIGHT.
END OF PROLOGUE: ONE MORE PAGE; THEN--BEGIN!

and leave us not forget our villainous VILLAINS:
SUCH AS OUR OTTO OCTAVIUS. ONCE A PHYSICIST WORKING TO UNLOCK THE ULTIMATE SECRETS OF THE ATOM, DOCTOR OCTAVIUS BECAME A VICTIM OF HIS EXPERIMENTS WHEN A MODEL ATOMIC PILE EXPLODED--GRAFTING OTTO'S "WORK ARMS" TO HIS BODY--
--AND PROVIDING HIM WITH TELEPATHIC CONTROL OVER HIS NEW, METALLIC LIMBS.
THUS WAS BORN THAT DREAD MENACE--
DOCTOR OCTOPUS!
YOUNG
LEX LUTHOR,
ON THE OTHER HAND, WAS A CRIMINAL SINCE THE DAYS OF HIS ADOLESCENCE.
LIKE OCTAVIUS, HE, TOO, WAS THE VICTIM OF AN EXPERIMENT GONE WRONG--THIS TIME, INDIRECTLY, BECAUSE OF HIS CHILDHOOD FRIEND, SUPERBOY. AS A RESULT OF THE DISASTER, LUTHOR LOST ALL HIS HAIR--PERMANENTLY--AND THE SHOCK OF THIS, COUPLED WITH THE EXPLOSION ITSELF, AND THE LOSS OF A VITAL EXPERIMENT TO CREATE LIFE, CAUSED LUTHOR TO HATE HIS FORMER PAL.
OVER THE YEARS, HE'S INVENTED MANY DEVICES TO DEFEAT THE MAN OF STEEL--AND HAS PROVEN HIMSELF SUPERMAN'S TOUGHEST AND MOST ELUSIVE ENEMY!

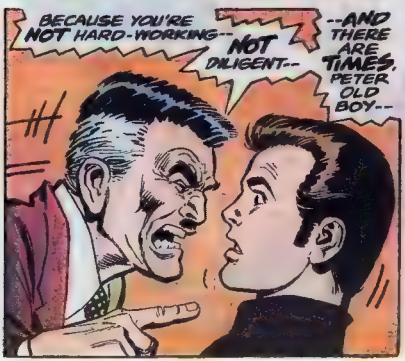
SUPERMAN AND the AMAZING SPIDER-MAN
IN:
A DUEL OF TITANS
CHAPTER ONE
FRANKLY, LOIS-- THE CITY'S TOO FILTHY FOR MY TASTE.
CLARK, SOMETIMES YOU'RE SO DULL I CAN'T STAND IT.
PARKER!
MISTER, I WANT A WORD WITH YOU!
REALLY?
SO THIS IS THE WORLD NEWS CONFERENCE! IT ALL SEEMS RATHER CONFUSING, MR. ROBERTSON.
DOESN'T IT SEEM SO TO YOU, NED, DARLING?
BETTY, I'M JUST GLAD TO BE BACK IN NEW YORK.
PARIS IS A NICE TOWN TO VISIT FOR A "WORKING HONEYMOON".
BUT NEW YORK WILL ALWAYS BE HOME TOWN-- eh, NED?
SON, I KNOW EXACTLY HOW YOU FEEL!
TOO BAD THE FEELING ISN'T MUTUAL.
36
37


GO AHEAD, PETEY, TELL HIM WHAT YOU TOLD ME IN THE CAB COMING OVER HERE.
I SORTA PROMISED MARY JANE I'D RELAX TODAY, MR. JAMESON!
YOU KNOW-- TAKE A HOLIDAY?
EH?

WHY, PETER... PETER, MY BOY... DEAR, DEAR PETER... I HAD NO IDEA!
YOU HAVE BEEN WORKING HARD LATELY, HAVEN'T YOU?


A HARD-WORKING, DILIGENT PHOTO-GRAPHER DESERVES A VACATION NOW AND THEN...
UH-HUH.

IN ALL THE YEARS YOU'VE WORKED FOR ME, I'VE NEVER GIVEN YOU A VACATION NOW AND THEN...
NO, SIR.
AWFUL, WASN'T I?
YES, SIR.
DO YOU KNOW WHY I NEVER GAVE YOU A VACATION?
NO, SIR.

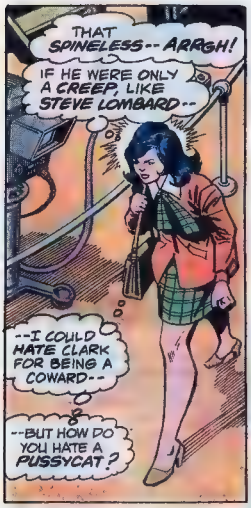

BECAUSE YOU'RE NOT HARD-WORKING-- NOT DILIGENT--
--AND THERE ARE TIMES, PETER OLD BOY--

--WHEN I'M NOT EVEN SURE YOU'RE A PHOTOGRAPHER!

OH, YEAH? OH, YEAH!
I'VE HAD IT WITH YOU, JAMESON!
ONE MINUTE YOU'RE MR. GLAD-HAND, THE WORKING BOY'S FRIEND--
--THE NEXT, YOU PUT THE KNIFE IN!
WELL, MAYBE THAT'S OKAY FOR THE REST OF YOUR STAFF-- BUT IT ISN'T FOR ME!
NOT ANY MORE!
I'M THROUGH BEING STEPPED ON! YOU WANT ME, JAMESON-- FIND ME!
HURRAY, THE CONQUERING HERO!
HUH?
WAIT UP, TIGER-- IT'S ME.
YOU WERE SO BUSY MAKING A DRAMATIC EXIT, YOU FORGOT YOUR OLD FRIEND, MJ.
WHAT'D YOU EAT THIS MORNING, HANDSOME--
NAILS?
HONEST, MJ--I DON'T KNOW WHAT CAME OVER ME, BUT IT SURE FELT GOOD.
DO YOU KNOW HOW LONG JONAH'S BEEN PUTTING ME DOWN?
CAREFUL, TIGER-- YOU'LL DATE YOURSELF!
SINCE I WAS IN HIGH SCHOOL, MARY JANE.
HERE I AM, PRACTICALLY A COLLEGE GRAD, AND HE--
SHUSH. ENOUGH WITH THE RAGE.
LET'S GO SEE THE SHOW!

COMLAB ONE--THE WORLD'S FIRST ORBITING COMMUNICATIONS LABORATORY!
QUITE A SIGHT, eh, LOIS?
FROM WHAT I UNDERSTAND, IT COMBINES THE BEST FEATURES OF COMSAT AND SKYLAB. IN FACT, IT--
HONESTLY, CLARK.
--DO YOU ACTUALLY FIND ALL THAT TECHNICAL EYEWASH INTERESTING?
WELL, YOU HAVE TO ADMIT, LOIS--
--COMLAB IS SOMETHING OF A MYSTERY.
HOW SO?
TO DATE, NO REPORTER HAS GOTTEN THE REAL STORY ON WHAT SORT OF EXPERIMENTS COMLAB IS GOING TO PERFORM.
FOR SOME REASON, NASA IS KEEPING MUM THIS TIME!
WHOEVER GETS THE PROVERBIAL "SCOOP" MIGHT JUST WIN HIMSELF A PULITZER PRIZE.
EH? WHAT'S THAT MORGAN EDGE IS SAYING--?
--AGREE WITH YOU, MR. SHORT. KENT ISN'T WELL-KNOWN NATIONALLY--
--AND REPLACING HIM WITH SOMEONE LIKE WALTER CRONKITE MIGHT JUST BE THE BEST IDEA, AFTER ALL!
GLAD YOU SEE IT MY WAY, EDGE.
?
40

MR. EDGE... MAY I SEE YOU A MOMENT?
AH, KENT... JUST THE MAN I'VE BEEN LOOKING FOR.
KENT, THIS IS TONY SHORT-- PROGRAMMING DIRECTOR FOR RALSON'S FOODS-- THE COUNTRY'S LARGEST FOOD-CHAIN. HE WANTS TO SPONSOR OUR COVERAGE OF THE NATIONAL CONVENTION IN METROPOLIS THIS YEAR--
--BUT THERE'S A SNAG.
TONY DOESN'T WANT YOU.
YOU'RE A BIG MAN IN METROPOLIS, KENT-- BUT NATIONALLY, YOU'RE ZILCH.
SO--
--COME CONVENTION-TIME, I'LL BE REPLACING YOU WITH SOMEONE WHO HAS A HIGHER VIEWER RECOGNITION FACTOR.
LIKE WALTER CRONKITE... ROGER MUDD... DAN RATHER...
ONLY A TEMPORARY REPLACEMENT, OF COURSE... UNLESS OUR RATINGS RISE...
CLARK KENT! ARE YOU GOING TO LET HIM DO THAT TO YOU?
TAKE AWAY THE BIGGEST STORY OF YOUR CAREER?
ARE YOU?
AH... YES, LOIS... AS A MATTER OF FACT... I AM.
OOOHH!
SOMETIMES YOU MAKE ME SO MAD I COULD SCREAM!


THAT SPINELESS-- ARRGH!
IF HE WERE ONLY A CREEP, LIKE STEVE LOMBARD--
--I COULD HATE CLARK FOR BEING A COWARD--
--BUT HOW DO YOU HATE A PUSSYCAT?

AH, WELL-- THE WORST THING A WOMAN CAN DO--
--IS TRY AND CHANGE THE MEN AROUND HER.
HEY-- THAT SCAFFOLD OVER THE COMLAB!

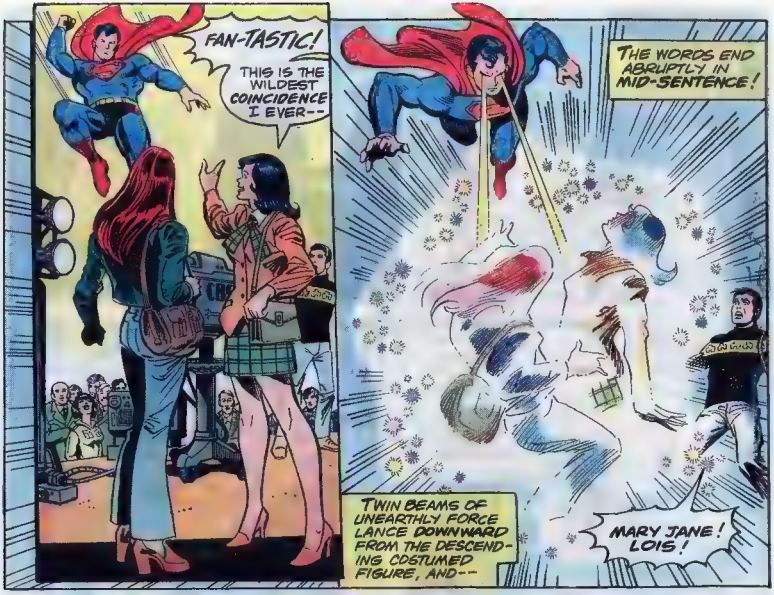
UP HERE, I CAN GET SOME EXCLUSIVE PHOTOS OF THE GIZMO!
CLARK MAY BE MEEK, BUT HE'S SURE GOT A NOSE FOR NEWS! HE--
OH! I'M FALLING!

EASY, MISS. I'VE GOT YOU!
42

THAT'S SOME DROP YOU ALMOST MADE.
YOU DO THIS SORTA THING OFTEN?

TOO OFTEN, ACCORDING TO SUPERMAN.
MY NAME'S LOIS LANE... I'M A REPORTER!
WELL, THAT MAKES TWO OF US!
HUH?

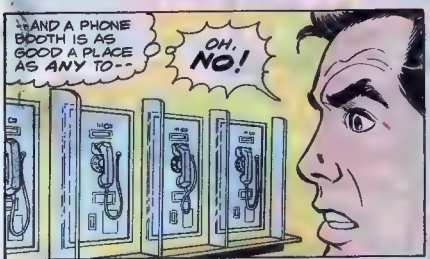
ACTUALLY, I'M A PHOTOGRAPHER. THE NAME'S PETER PARKER--
YOU CAN CALL ME PETE.
THE PETER PARKER?
THE PETER PARKER WHOSE NEWSPHOTOS ALMOST WON LAST YEAR'S NEWSGUILD AWARD?
HEY--
I JUST REALIZED--
LOIS LANE--
--THE DAILY PLANET'S NUMBER ONE ACE!
MAN, DO I FEEL ESTUPIDO!
LISTEN--COULD I ASK YOU SOMETHING? DOES YOUR PAPER NEED A NEW PHOTO-MAN?
HIYA, WOLF. WHO'S YOUR FRIEND?
MJ--MEET LOIS. MJ'S A PAL OF MINE, MISS LANE.
"MISS"?
I GUESS YOU'RE NOT THE LIBERATED TYPE--EH, "MISS" LANE?
SOME MEN LIKE THAT SORT OF THING. SOME MEN DIG THEIR WOMEN, "FEMININE".
RIGHT, PETER, DEAR?
PULL THE CLAWS IN, MJ.
PETER'S CUTE--
--BUT HE'S A BIT YOUNG FOR ME, DON'T YOU THINK?
BESIDES, I'VE GOT MY EYES SET ON--HEY!! SUPERMAN!

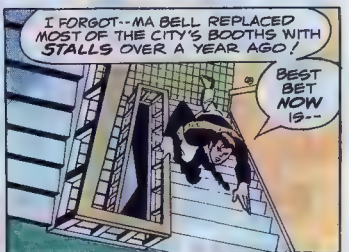

FAN-TASTIC!
THIS IS THE WILDEST COINCIDENCE I EVER--
THE WORDS END ABRUPTLY IN MID-SENTENCE!
TWIN BEAMS OF UNEARTHLY FORCE LANCE DOWNWARD FROM THE DESCENDING COSTUMED FIGURE, AND--
MARY JANE! LOIS!

THEY'RE GONE!
FOR THE FIRST TIME IN HIS LIFE, PETER PARKER HAS SEEN THE MAN OF STEEL--
--AND TO SAY THE LEAST (CONSIDERING THE CIRCUMSTANCES), OUR YOUNG HERO IS STUNNED.
AND FRANKLY, FRIENDS--HE'S NOT ALONE!
GREAT SCOTT! I MUST BE LOSING MY MIND!

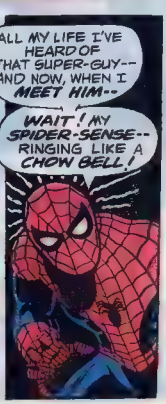
WHAT JUST HAPPENED ISN'T POSSIBLE--UNLESS--
PHONE BOOTHS!
WHERE'RE THE PHONE BOOTHS?
WHAT--? OH.
OVER THERE.

FEEL LIKE I'M IN SHOCK! GOTTA MOVE--
TELEPHONES
--GOTTA CHANGE TO SPIDEY--


--AND A PHONE BOOTH IS AS GOOD A PLACE AS ANY TO--
OH, NO!

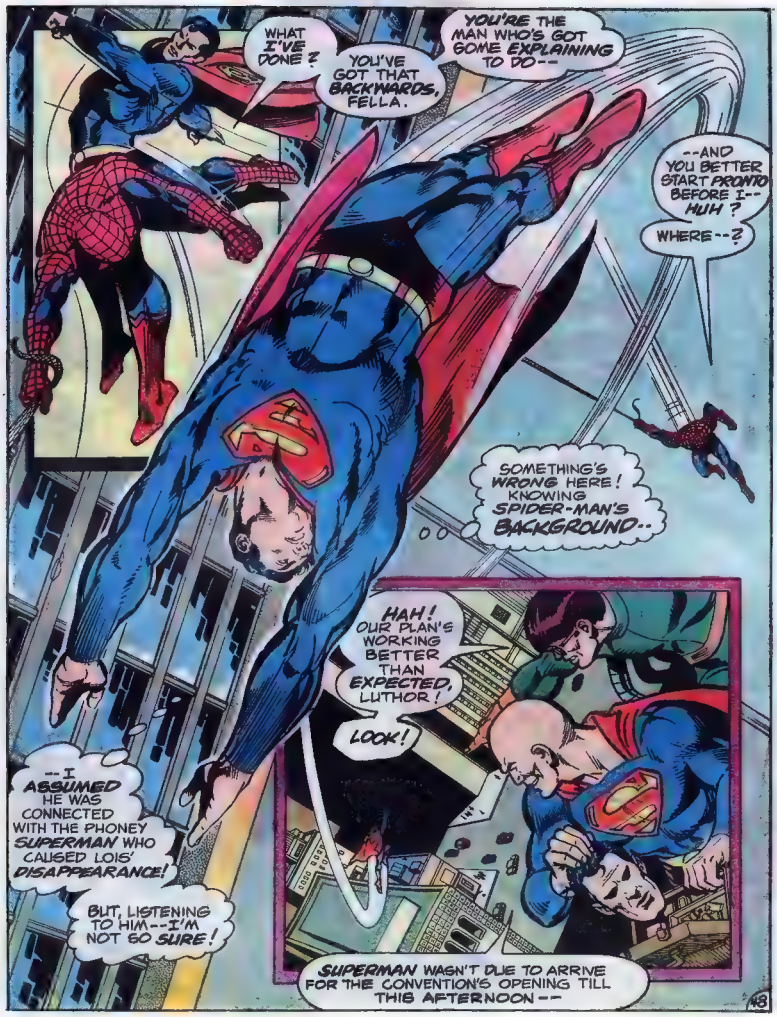

I FORGOT--MA BELL REPLACED MOST OF THE CITY'S BOOTHS WITH STALLS OVER A YEAR AGO!
BEST BET NOW IS--

--THE ROOF!
FIRST I'LL TUCK MY CLOTHES IN A WEB BAG--THEN SWITCH TO SPIDEY.
FUNNY--I'M STILL DAZED. CAN HARDLY BELIEVE THIS IS HAPPENING!


ALL MY LIFE I'VE HEARD OF THAT SUPER-GUY--AND NOW, WHEN I MEET HIM--
WAIT! MY SPIDER-SENSE--RINGING LIKE A CHOW BELL!

HE'S HERE--ABOVE ME!
WEB-SHOOTERS, DON'T FAIL ME NOW!
FWIT

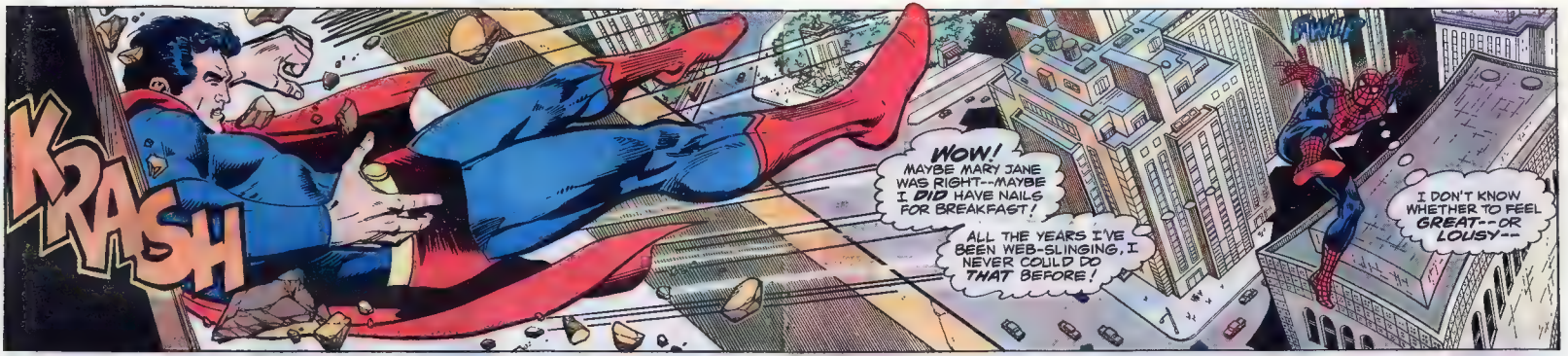
FAR BELOW, ON THE STREETS SURROUNDING MANHATTAN'S COLUMBUS CIRCLE, EYES TURN SKYWARD AND PEDESTRIANS STARE.
AND HONESTLY, PILGRIM...
CAN YOU BLAME THEM?
FAAAAAAAAR OUT! IT'S REALLY YOU...
SUPERMAN!
CORRECT, WEB-SLINGER. I'VE HEARD REPORTS ABOUT YOU.
YOU BETTER HAVE AN EXPLANATION FOR WHAT YOU'VE DONE--OR, MY FRIEND, TAKE MY WORD--
--YOU'RE GOING TO BE SORRY!
chapter 2
"WHEN HEROES CLASH!"
46
47


WHAT I'VE DONE?
YOU'VE GOT THAT BACKWARDS, FELLA.
YOU'RE THE MAN WHO'S GOT SOME EXPLAINING TO DO--
--AND YOU BETTER START PRONTO BEFORE I-- HUH?
WHERE--?
SOMETHING'S WRONG HERE! KNOWING SPIDER-MAN'S BACKGROUND--
HAH! OUR PLAN'S WORKING BETTER THAN EXPECTED, LUTHOR!
LOOK!
--I ASSUMED HE WAS CONNECTED WITH THE PHONEY SUPERMAN WHO CAUSED LOIS' DISAPPEARANCE!
BUT, LISTENING TO HIM--I'M NOT SO SURE!
SUPERMAN WASN'T DUE TO ARRIVE FOR THE CONVENTION'S OPENING TILL THIS AFTERNOON--

"--BUT CONSIDERING THE OPPORTUNITY THIS SUPPLIES US WITH, I SUPPOSE WE SHOULDN'T COMPLAIN.
"SPIDER-MAN APPEARS DETERMINED TO BATTLE OUR FLYING FOE, OCTOPUS."
SINCE HE'S BEING SO COOPERATIVE -- WHY DON'T WE GIVE HIM AN ASSIST ?
YOU MEAN-- THAT RED SUN RADIATION DEVICE YOU PREPARED ?
PRECISELY!
"THOUGH THE RADIATION-CHARGE IS PURELY TEMPORARY, IT SHOULD STIR UP THINGS RATHER NICELY, INDEED!"
SPIDER-MAN, I'VE BEEN THINKING.
PERHAPS ALL THIS IS A MISTAKE...!
YOU BET THERE'S BEEN A MISTAKE...
149

...AND, BUSTER, YOU MADE IT!
KAPOW

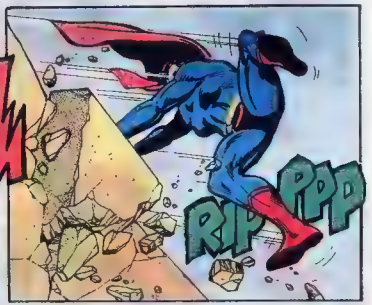
STUNNED MORE BY THE FACT OF THE BLOW THAN ITS FORCE --
--SUPERMAN PLUMMETS EARTH-WARD, WHERE--
ALMOST SMASHED THAT STATUE!
I DON'T KNOW WHERE SPIDER-MAN GOT SUCH POWER--
--AND AT THE MOMENT, I DON'T CARE!
THAT FOOL WEB-SPINNER HAS MADE ME MAD!
HA!
OH, YEAH?
SNAP
WELL, I'VE GOT A NEWSFLASH FOR YOU, SUPES!
YOU'RE NOT HALF SO TOUGH AS YOU THINK YOU ARE!
51

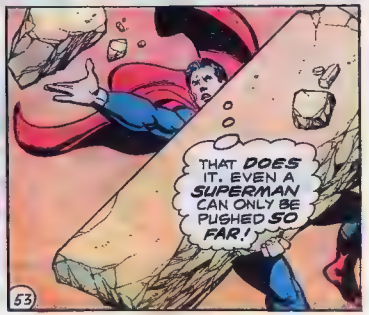

KRASH
WOW! MAYBE MARY JANE WAS RIGHT--MAYBE I DID HAVE NAILS FOR BREAKFAST!
ALL THE YEARS I'VE BEEN WEB-SLINGING, I NEVER COULD DO THAT BEFORE!
I DON'T KNOW WHETHER TO FEEL GREAT--OR LOUSY--

HE'S SUPPOSED TO BE ONE OF THE TOUGHEST GUYS AROUND--
--AND HERE I AM FIGHTING HIM, LIKE HE'S A COMMON CROOK--!
TALK ABOUT MIND-BOGGLES!

OF ALL THE STUPID, STUBBORN CLOWNS I'VE EVER MET--SPIDER-MAN, YOU TAKE THE CAKE!
CAN'T YOU GET IT INTO YOUR SKULL--I'VE BEEN TRYING TO TALK TO YOU?
SO TALK!
TELL ME WHERE YOU'VE GOT MARY JANE!
I'LL TELL YOU THIS, WEB-SLINGER:
GET YOUR HEAD CALM NOW, OR SO HELP ME, I'LL--
52

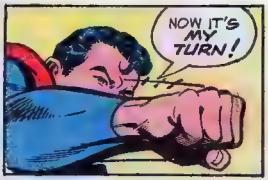
STUFF IT, SUPERMAN!
I'VE BEEN BOSSED AROUND ALL DAY--BUT NOT ANYMORE!
BAM
WE'LL TALK ON MY TERMS, UNDERSTAND?
CAN'T GET OVER HOW EASY THIS IS! MAN, IS THIS GUY OVER-RATED!


RIP
PPP

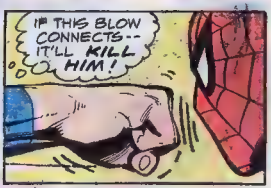

THAT DOES IT. EVEN A SUPERMAN CAN ONLY BE PUSHED SO FAR!
53

I'M GOING TO TEACH YOU A LESSON, SPIDER-MAN--

--ONE YOU'LL NEVER FORGET!
FINISHED? GOOD.
GO AHEAD, TAKE YOUR BEST SHOT.

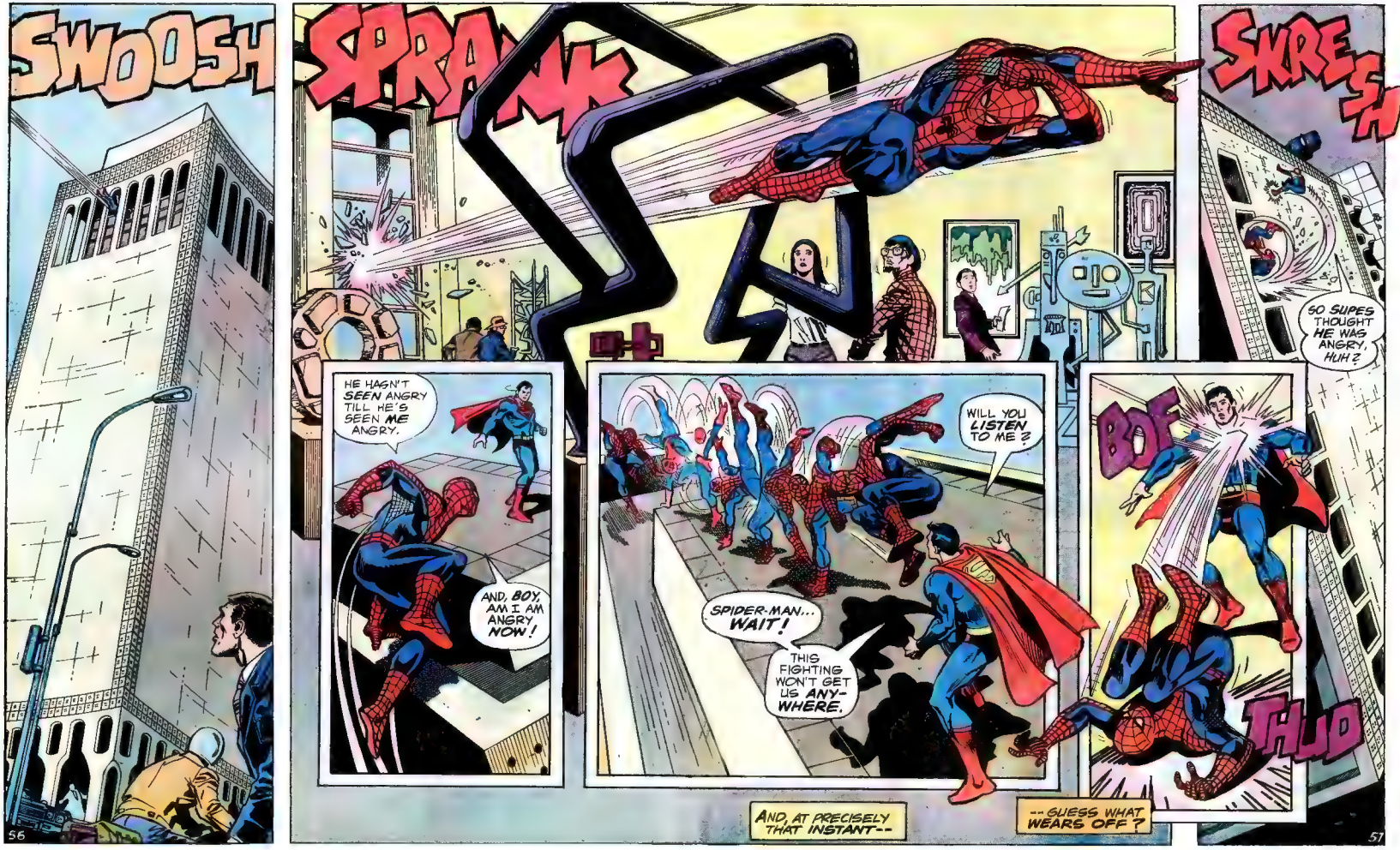

NOW IT'S MY TURN!

GREAT KRYPTON-- WHAT AM I DOING?

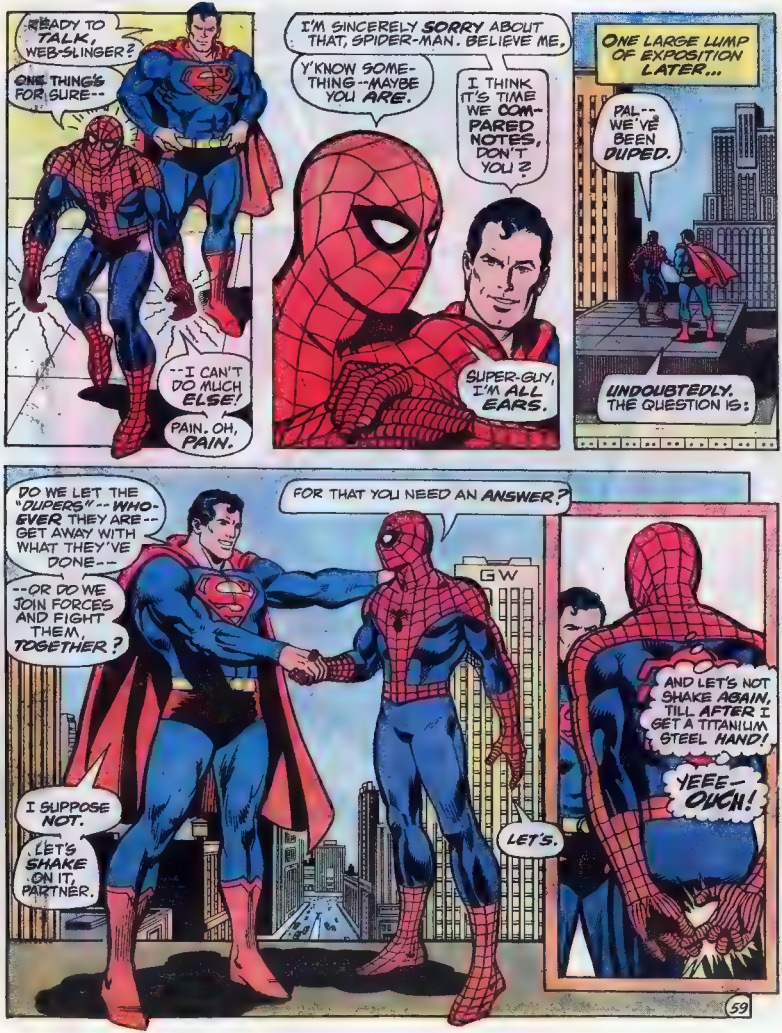

IF THIS BLOW CONNECTS-- IT'LL KILL HIM!

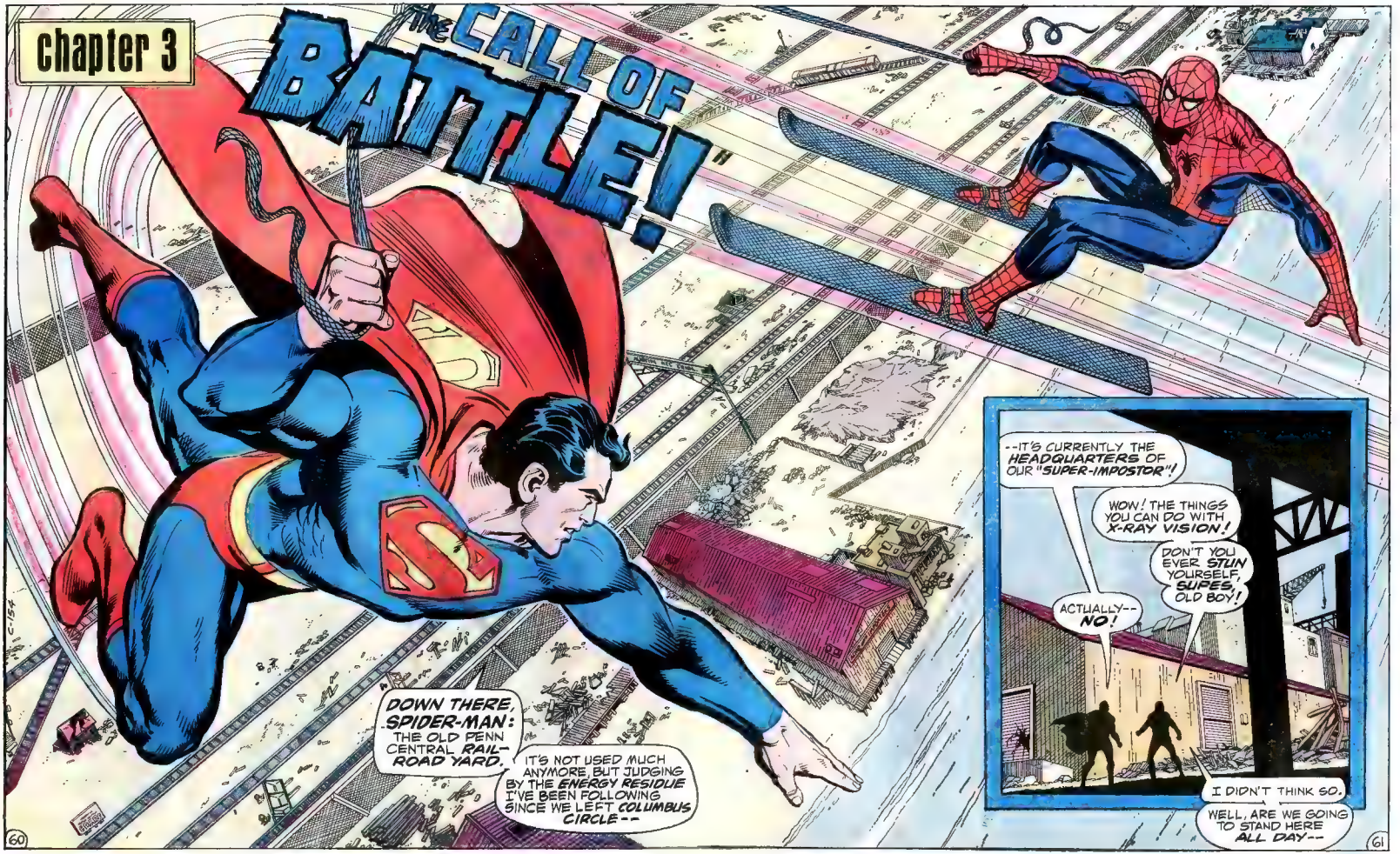
HAVE TO PULL MY PUNCH-- HOPE IT'S IN TIME!
BUT, THOUGH THE PUNCH IS STOPPED, THE WIND-BLAST IS NOT!
A SECOND LATER, THE SHOCK WAVE STRIKES--
54

...WITH THE FORCE OF A COMPACT HURRICANE!
GW
EEYOW
55


SWOOSH
SPRANK
SKRESH
SO SUPES THOUGHT HE WAS ANGRY, HUH?
HE HASN'T SEEN ANGRY TILL HE'S SEEN ME ANGRY.
AND, BOY, AM I AM ANGRY NOW!
WILL YOU LISTEN TO ME?
SPIDER-MAN... WAIT!
THIS FIGHTING WON'T GET US ANY-WHERE.
BOF
THUD
AND, AT PRECISELY THAT INSTANT--
--GUESS WHAT WEARS OFF?

SPIDER-MAN...
HOW'D YOU GET SO HARD SO SUDDENLY?
IS THIS A TRICK OR WHAT?
YOWW
THUNK
MY HAND!
YOU HAVE GOTTEN HARDER!
WELL, WHATEVER IT IS--UHHH--IT WON'T WORK!
THUD
YOU'RE GONNA TELL ME--WHERE MARY JANE IS--
--OR I'LL TEAR YOU APART!
WAK
WAK WAK
WHAAMMMHAMMM
THAP THAP THAP
OBOY.
OBOY. I BROKE MY HANDS!
58

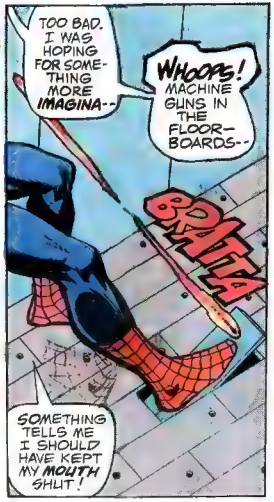

READY TO TALK, WEB-SLINGER?
ONE THING'S FOR SURE--
--I CAN'T DO MUCH ELSE!
PAIN. OH, PAIN.
I'M SINCERELY SORRY ABOUT THAT, SPIDER-MAN. BELIEVE ME.
Y'KNOW SOMETHING--MAYBE YOU ARE.
I THINK IT'S TIME WE COMPARED NOTES, DON'T YOU?
SUPER-GUY, I'M ALL EARS.
ONE LARGE LUMP OF EXPOSITION LATER...
PAL--WE'VE BEEN DUPED.
UNDOUBTEDLY. THE QUESTION IS:
DO WE LET THE "DUPERS"--WHOEVER THEY ARE--GET AWAY WITH WHAT THEY'VE DONE--
--OR DO WE JOIN FORCES AND FIGHT THEM, TOGETHER?
FOR THAT YOU NEED AN ANSWER?
I SUPPOSE NOT.
LET'S SHAKE ON IT, PARTNER.
LET'S.
AND LET'S NOT SHAKE AGAIN, TILL AFTER I GET A TITANIUM STEEL HAND!
YEEE-OUCH!
GW


chapter 3
The CALL OF BATTLE!"
DOWN THERE, SPIDER-MAN: THE OLD PENN CENTRAL RAIL-ROAD YARD.
IT'S NOT USED MUCH ANYMORE, BUT JUDGING BY THE ENERGY RESIDUE I'VE BEEN FOLLOWING SINCE WE LEFT COLUMBUS CIRCLE--
--IT'S CURRENTLY THE HEADQUARTERS OF OUR "SUPER-IMPOSTOR"!
WOW! THE THINGS YOU CAN DO WITH X-RAY VISION!
DON'T YOU EVER STUN YOURSELF, SUPES, OLD BOY!
ACTUALLY-- NO!
I DIDN'T THINK SO.
WELL, ARE WE GOING TO STAND HERE ALL DAY--
60
61

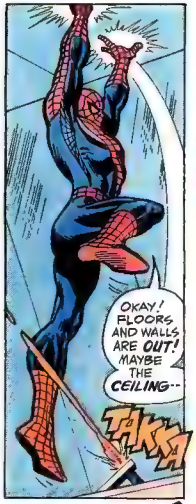
--OR IS ONE OF US GOING INSIDE?
DON'T BOTHER ANSWERING THAT ONE, SUPES.
"YOU ASK A STUPID QUESTION--"
"--YOU GET A STUPID ANSWER."
GOOD LUCK, WEB-SLINGER.

LUCK, I DON'T NEED.
A GOOD FLASHLIGHT, ON THE OTHER HAND--

THONK
HUH?
THE OLD "SUDDENLY SHUTTING DOOR" TRICK, eh?


TOO BAD. I WAS HOPING FOR SOMETHING MORE IMAGINA--
WHOOPS! MACHINE GUNS IN THE FLOOR-BOARDS--
BRATTA
SOMETHING TELLS ME I SHOULD HAVE KEPT MY MOUTH SHUT!

WELL, ONE GOOD THING ABOUT BEING A HUMAN SPIDER-- WHEN FLOORS GET TOO STICKY, YOU CAN ALWAYS WALK ON WALLS, I--
YAAAH!
THE WALLS-- ELECTRIFIED!

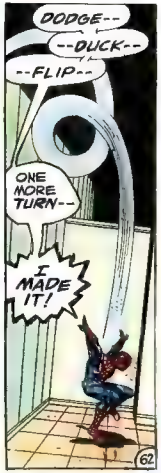

OKAY! FLOORS AND WALLS ARE OUT! MAYBE THE CEILING--
THKK

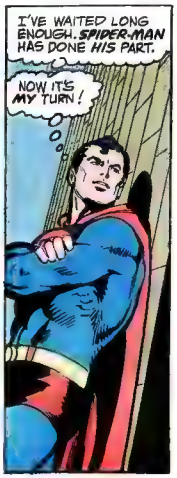
UHHH!
RED HOT!

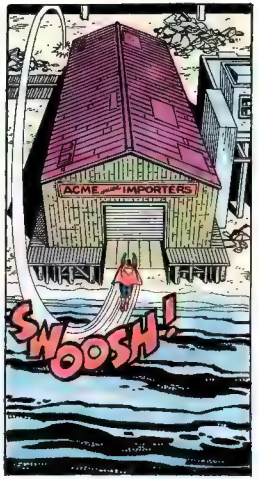
GOTTA GET OUT OF THIS MAD-HOUSE--

--BEFORE IT KILLS ME!
WHEW! AT LEAST I'M SAFE OUT HERE IN--

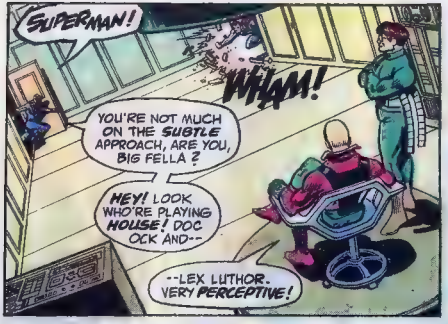
NOW WHAT?
MY SPIDER-SENSE-- WARNING ME--
THERE'S SORT OF WIRE SCREEN--
-- DESIGNED TO SLICE ME APART LIKE A VEGEMATIC!


DODGE--
--DUCK--
--FLIP--
ONE MORE TURN--
I MADE IT!
62

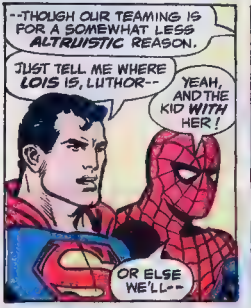

I'VE WAITED LONG ENOUGH. SPIDER-MAN HAS DONE HIS PART.
NOW IT'S MY TURN!


ACME IMPORTERS
SWOOSH!

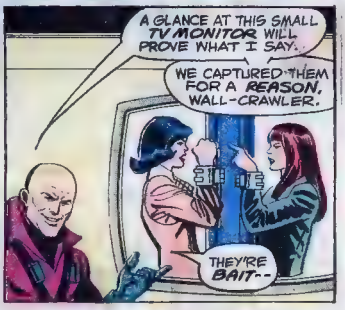
THRAA
RRAM!
63


SUPERMAN!
WHAM!
YOU'RE NOT MUCH ON THE SUBTLE APPROACH, ARE YOU, BIG FELLA?
HEY! LOOK WHO'RE PLAYING HOUSE! DOC OCK AND--
--LEX LUTHOR. VERY PERCEPTIVE!

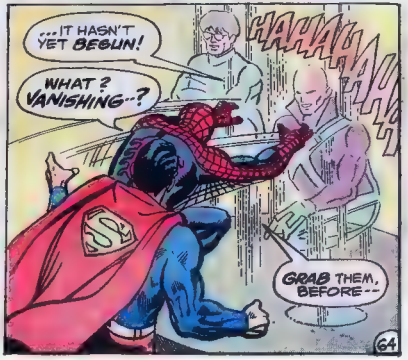
--EVEN AS YOU HAVE--
AS YOU CAN SEE, LEX AND I HAVE JOINED FORCES--

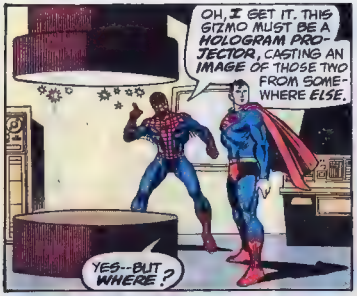

--THOUGH OUR TEAMING IS FOR A SOMEWHAT LESS ALTRUISTIC REASON.
JUST TELL ME WHERE LOIS IS, LUTHOR--
YEAH, AND THE KID WITH HER!
OR ELSE WE'LL--

TEMPER, SPIDER-MAN, TEMPER!
THE GIRLS HAVEN'T BEEN HARMED, I ASSURE YOU.

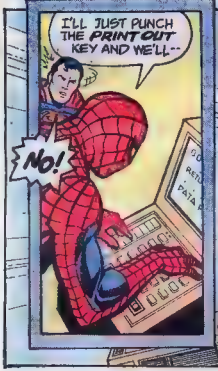

A GLANCE AT THIS SMALL TV MONITOR WILL PROVE WHAT I SAY.
WE CAPTURED THEM FOR A REASON, WALL-CRAWLER.
THEY'RE BAIT--

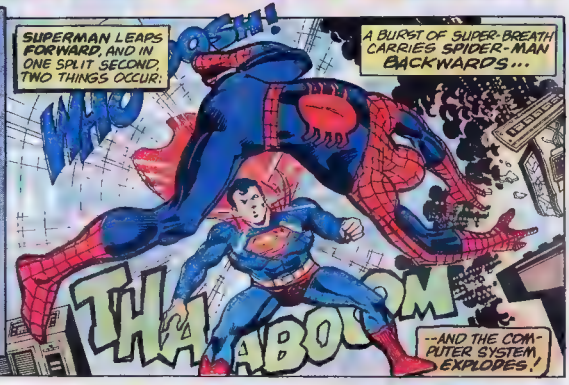
--AND BY BRINGING YOU TO US, THEY'VE ACHIEVED THEIR PURPOSE.
OF COURSE, THE GAME ISN'T OVER YET.
NO...AS A MATTER OF FACT...


...IT HASN'T YET BEGUN!
WHAT? VANISHING--?
HAHAHA
GRAB THEM, BEFORE--


OH, I GET IT. THIS GIZMO MUST BE A HOLOGRAM PROJECTOR, CASTING AN IMAGE OF THOSE TWO FROM SOMEWHERE ELSE.
YES--BUT WHERE?

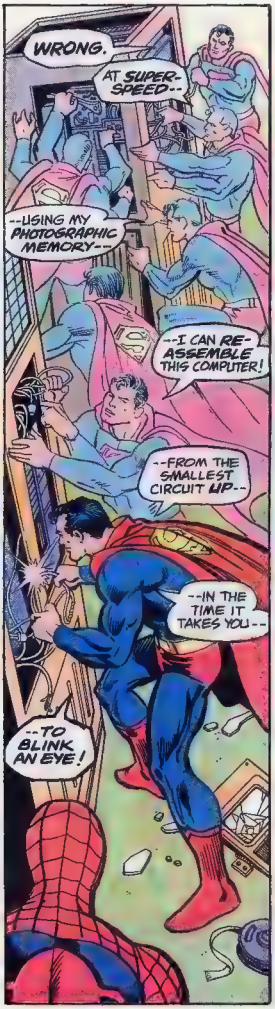
GOOD QUESTION... AND I THINK I SEE A WAY TO FIND OUT.
THESE COMPUTERS CONTROL THAT GADGET--AND AS FAR AS I CAN TELL--
--THEY HAVEN'T BEEN DE-PROGRAMMED!


I'LL JUST PUNCH THE PRINT OUT KEY AND WE'LL--
NO!


SUPERMAN LEAPS FORWARD, AND IN ONE SPLIT SECOND, TWO THINGS OCCUR:
WHOOSH!
A BURST OF SUPER-BREATH CARRIES SPIDER-MAN BACKWARDS...
--AND THE COMPUTER SYSTEM EXPLODES!

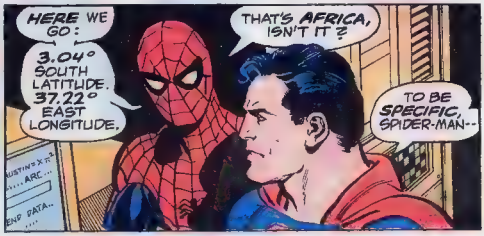
ARE YOU ALL-RIGHT, WEB-SLINGER?
I'VE FELT BETTER--AND I'VE FELT WORSE!
WHA HOPPENED?

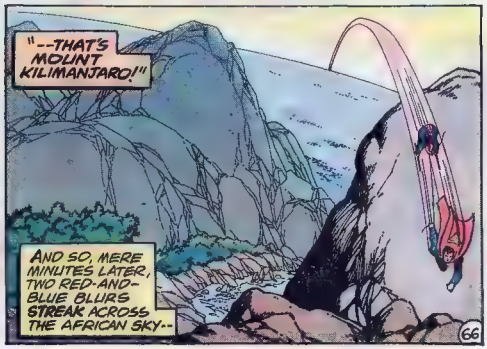
ONE OF LUTHOR'S FRIENDLY LITTLE BOOBY-TRAPS!
I SPOTTED IT WITH MY X-RAY VISION JUST AS YOU MADE YOUR MOVE.
TERRIFIC.
WE'RE UP A CREEK--RIGHT?


WRONG.
AT SUPER-SPEED--
--USING MY PHOTOGRAPHIC MEMORY--
--I CAN RE-ASSEMBLE THIS COMPUTER!
--FROM THE SMALLEST CIRCUIT UP--
--IN THE TIME IT TAKES YOU--
--TO BLINK AN EYE!

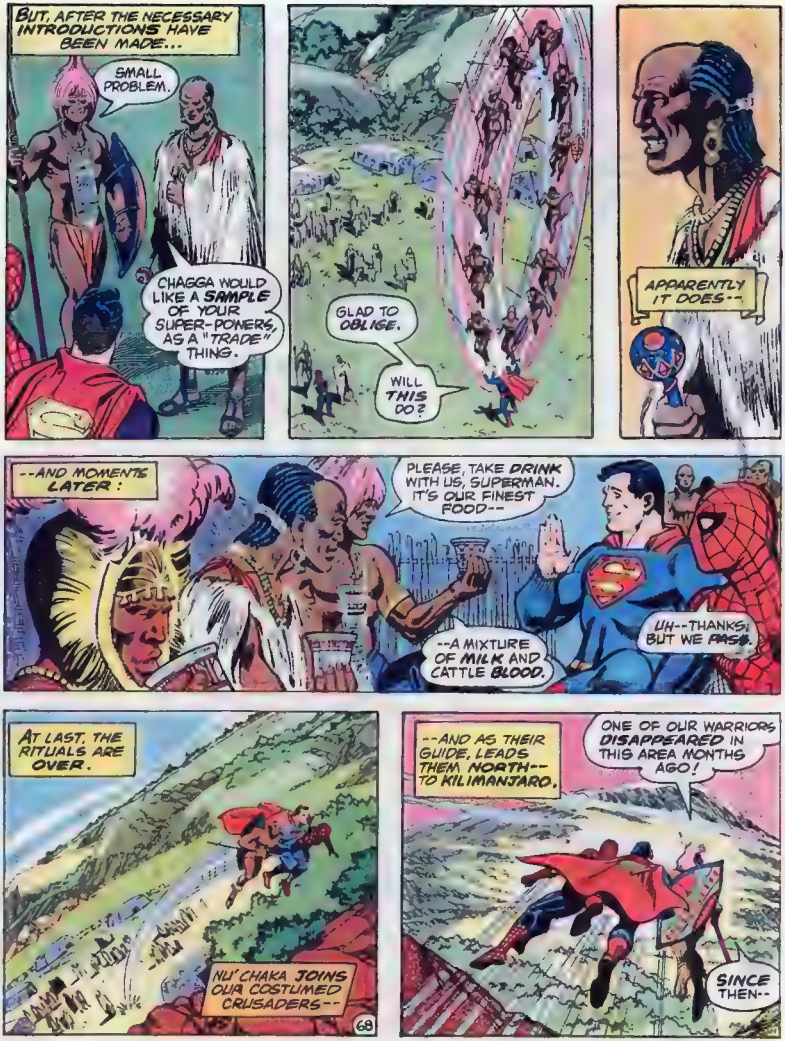
DONE!
CARE TO GIVE IT A TRY, SPIDER-MAN?

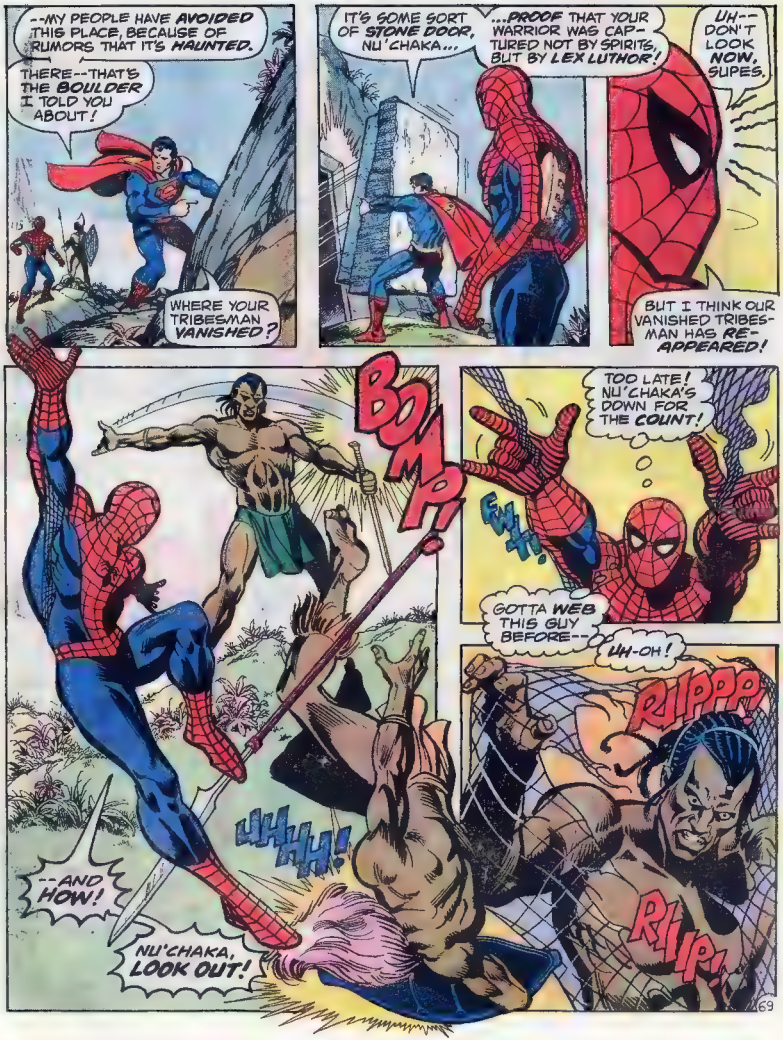
HAVE YOU EVER THOUGHT OF HIRING OUT TO WEDDINGS AND BAR MITZVAHS?
WITH TALENT LIKE YOURS, YOU COULD BE BIGGER THAN HENNY YOUNGMAN.
KLIKKA KLIKKA
KLIKKA

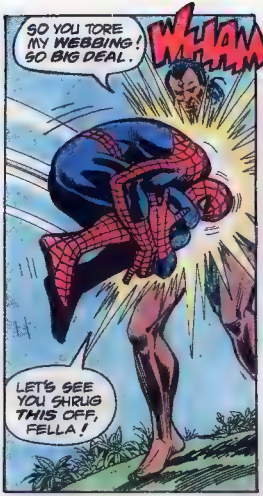

HERE WE GO:
3.04° SOUTH LATTITUDE. 37.22° EAST LONGITUDE.
THAT'S AFRICA, ISN'T IT?
TO BE SPECIFIC, SPIDER-MAN--


"--THAT'S MOUNT KILIMANJARO!"
AND SO, MERE MINUTES LATER, TWO RED-AND-BLUE BLURS STREAK ACROSS THE AFRICAN SKY--

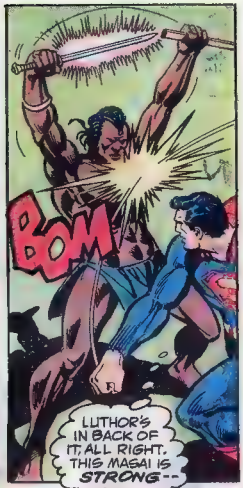
--DESCENDING AT LAST TO THE PLAINS SOUTH OF KILIMANJARO, AND WEST OF THE PARE MOUNTAINS, WHERE...
I'LL HANDLE THIS, SPIDER-MAN.
THESE WARRIORS ARE MASAI--A NOMADIC TRIBE FAMILIAR TO THIS REGION.
GREETINGS.
MY FRIEND AND I HAVE COME FROM THE SKY, SEEKING TWO EVIL MEN!
ONE IS A MAN OF MANY ARMS, WHO--
YOU'RE SUPERMAN, AREN'T YOU?
I SAW PHOTOS OF YOU WHEN I STUDIED IN LONDON!
MY NAME'S NU'CHAKA. IF THERE'S ANYTHING YOU NEED--
--I'M YOUR MAN.
SOON, IN THE NEARBY MASAI VILLAGE...
MY FATHER SHOULD BE ABLE TO HELP YOU, SUPERMAN. NOTHING HAPPENS AROUND HERE WITHOUT CHAGGA'S KNOWLEDGE.

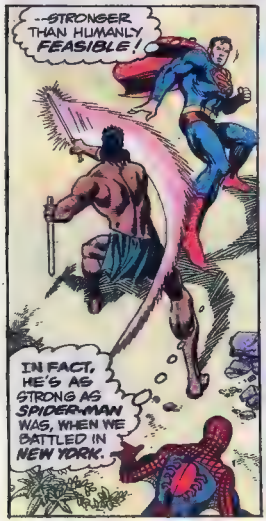

BUT, AFTER THE NECESSARY INTRODUCTIONS HAVE BEEN MADE...
SMALL PROBLEM.
CHAGGA WOULD LIKE A SAMPLE OF YOUR SUPER-POWERS, AS A "TRADE" THING.
GLAD TO OBLIGE.
WILL THIS DO?
APPARENTLY IT DOES--
--AND MOMENTS LATER:
PLEASE, TAKE DRINK WITH US, SUPERMAN. IT'S OUR FINEST FOOD--
--A MIXTURE OF MILK AND CATTLE BLOOD.
UH--THANKS, BUT WE PASS.
AT LAST, THE RITUALS ARE OVER.
NU'CHAKA JOINS OUR COSTUMED CRUSADERS--
--AND AS THEIR GUIDE, LEADS THEM NORTH--TO KILIMANJARO.
ONE OF OUR WARRIORS DISAPPEARED IN THIS AREA MONTHS AGO!
SINCE THEN--


--MY PEOPLE HAVE AVOIDED THIS PLACE, BECAUSE OF RUMORS THAT IT'S HAUNTED.
THERE--THAT'S THE BOULDER I TOLD YOU ABOUT!
WHERE YOUR TRIBESMAN VANISHED?
IT'S SOME SORT OF STONE DOOR, NU'CHAKA...
...PROOF THAT YOUR WARRIOR WAS CAPTURED NOT BY SPIRITS, BUT BY LEX LUTHOR!
UH--DON'T LOOK NOW, SUPES.
BUT I THINK OUR VANISHED TRIBESMAN HAS RE-APPEARED!
BOMP!
TOO LATE! NU'CHAKA'S DOWN FOR THE COUNT!
GOTTA WEB THIS GUY BEFORE--
UH-OH!
RIPPP
RIIP!
--AND HOW!
NU'CHAKA, LOOK OUT!
UHHH!

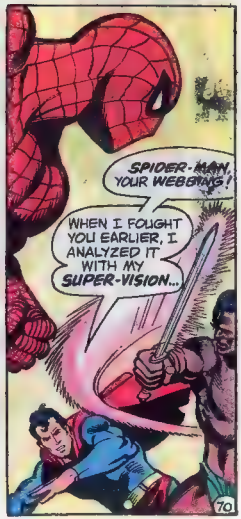

SO YOU TORE MY WEBBING! SO BIG DEAL.
WHAM!
LET'S SEE YOU SHRUG THIS OFF, FELLA!

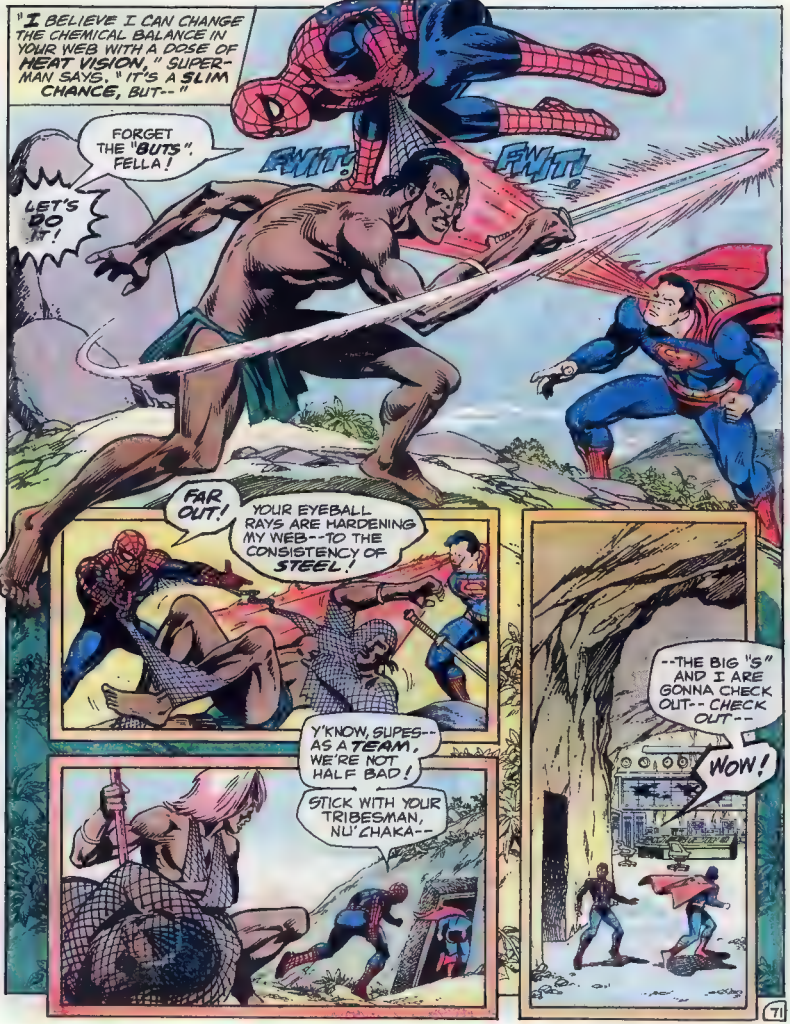
THROM!

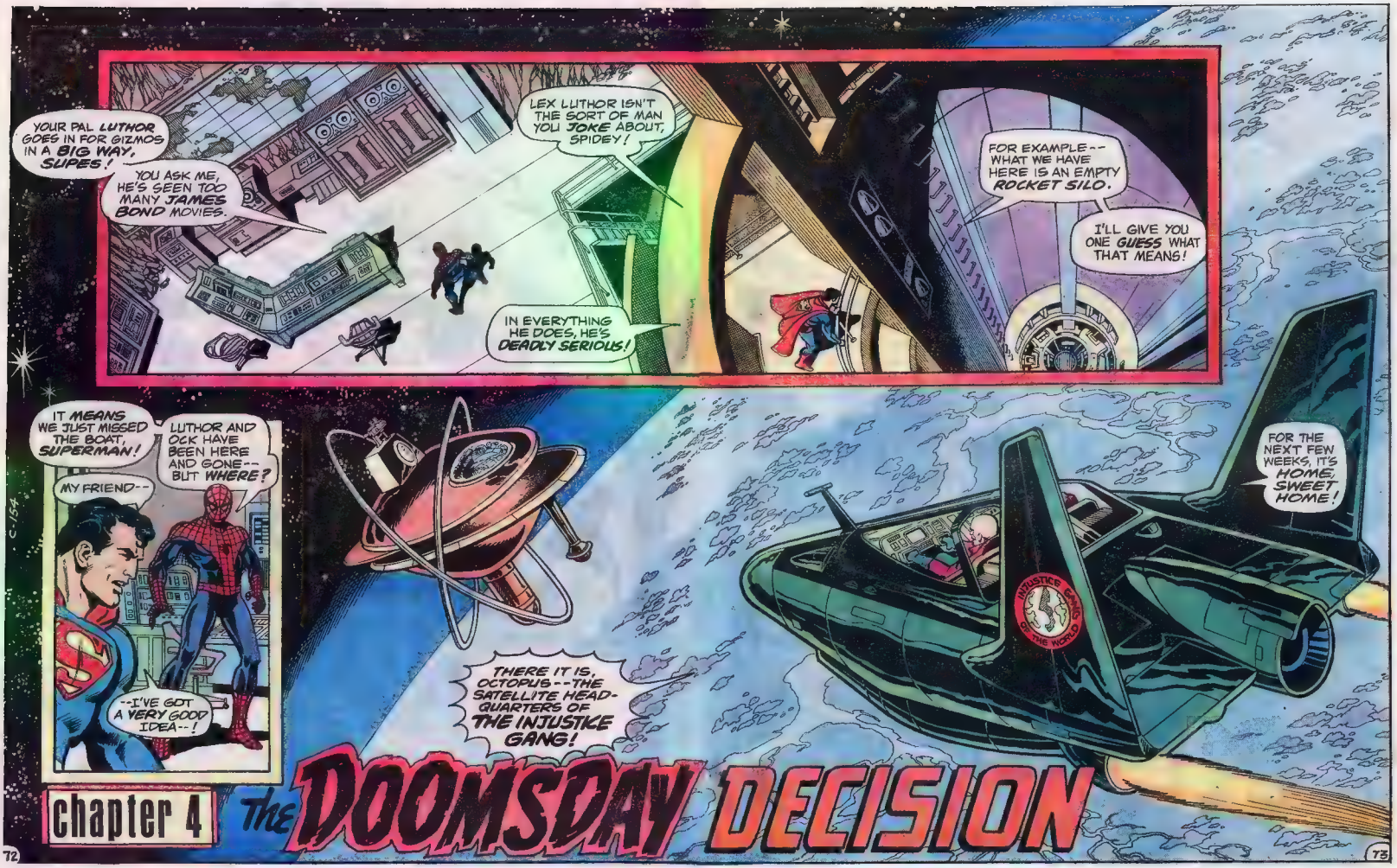

BOM
LUTHOR'S IN BACK OF IT, ALL RIGHT. THIS MASAI IS STRONG--


--STRONGER THAN HUMANLY FEASIBLE!
IN FACT, HE'S AS STRONG AS SPIDER-MAN WAS, WHEN WE BATTLED IN NEW YORK.

I WONDER-- CAN LUTHOR HAVE DEVOLPED A WAY TO MAKE MEN INVULNERABLE TO MY SUPER-STRENGTH?
EH?
THAT SWORD-- ITS BLADE CUT MY HAIR! THAT'S IMPOSSIBLE!
UNLESS-- RED SUN RADIATION!


SPIDER-MAN, YOUR WEBBING!
WHEN I FOUGHT YOU EARLIER, I ANALYZED IT WITH MY SUPER-VISION...


"I BELIEVE I CAN CHANGE THE CHEMICAL BALANCE IN YOUR WEB WITH A DOSE OF HEAT VISION," SUPERMAN SAYS. "IT'S A SLIM CHANCE, BUT--"
FORGET THE "BUTS", FELLA!
LET'S DO IT!
FWIT!
FWIT!
FAR OUT!
YOUR EYEBALL RAYS ARE HARDENING MY WEB--TO THE CONSISTENCY OF STEEL!
Y'KNOW, SUPES--AS A TEAM, WE'RE NOT HALF BAD!
STICK WITH YOUR TRIBESMAN, NU'CHAKA--
--THE BIG "S" AND I ARE GONNA CHECK OUT--CHECK OUT--
WOW!


YOUR PAL LUTHOR GOES IN FOR GIZMOS IN A BIG WAY, SUPES!
YOU ASK ME, HE'S SEEN TOO MANY JAMES BOND MOVIES.
LEX LUTHOR ISN'T THE SORT OF MAN YOU JOKE ABOUT, SPIDEY!
IN EVERYTHING HE DOES, HE'S DEADLY SERIOUS!
FOR EXAMPLE--WHAT WE HAVE HERE IS AN EMPTY ROCKET SILO.
I'LL GIVE YOU ONE GUESS WHAT THAT MEANS!
IT MEANS WE JUST MISSED THE BOAT, SUPERMAN!
LUTHOR AND OCK HAVE BEEN HERE AND GONE--BUT WHERE?
MY FRIEND--
--I'VE GOT A VERY GOOD IDEA--!
THERE IT IS, OCTOPUS--THE SATELLITE HEADQUARTERS OF THE INJUSTICE GANG!
INJUSTICE GANG OF THE WORLD
FOR THE NEXT FEW WEEKS, IT'S HOME, SWEET HOME!
chapter 4
The DOOMSDAY DECISION

WHO--OR WHAT--IS THE "INJUSTICE GANG", LUTHOR? ANOTHER OF YOUR PET PROJECTS TO RULE THE WORLD?
HARDLY, DOCTOR. FOR A TIME, SEVERAL MONTHS AGO, A NUMBER OF SO-CALLED VILLAINS BANDED TOGETHER TO FIGHT "JUSTICE"--
THUS, THE NAME, "INJUSTICE GANG"...
UNFORTUNATELY, WITHOUT MY CRIMINAL GENIUS TO GUIDE THEM, THEY WERE QUICKLY DEFEATED BY THE FORCES OF "GOOD". THEIR SATELLITE WAS ABANDONED--DERELICT--
SO, NATURALLY, YOU SIMPLY APPROPRIATED IT FOR YOUR OWN USE!
NATURALLY!
AH, LADIES...
I'M PLEASED YOU'RE STILL WELL. I HOPE YOU ENJOYED YOUR LITTLE TRIP--
--TELEPORTATION CAN SOMETIMES BE SOMEWHAT UNSETTLING, I KNOW.
LUTHOR...
IN ALL THE TIME WE'VE BEEN TOGETHER, YOU STILL HAVEN'T EXPLAINED--
--WHAT ARE WE DOING HERE--WHY ARE WE BAITING OUR TWO WORST ENEMIES--WHERE--
CONTROL YOURSELF, OCTOPUS.
THE ANSWER TO ALL YOUR QUESTIONS--IS THIS!
I STOLE THIS PROGRAMMING CIRCUIT BEFORE SUPERMAN CAPTURED ME YESTERDAY!
--AND MANAGED TO HIDE IT WHILE HE BROUGHT ME TO JAIL!
WITH IT, WE CAN DESTROY OUR FOES ONCE AND FOR ALL...
...AND SIMULTANEOUSLY, ACHIEVE THE GREATEST BLACKMAIL PAYOFF IN THE HISTORY OF MANKIND!
SO RELAX, MY FRIEND! THE GAME'S JUST BEGUN!
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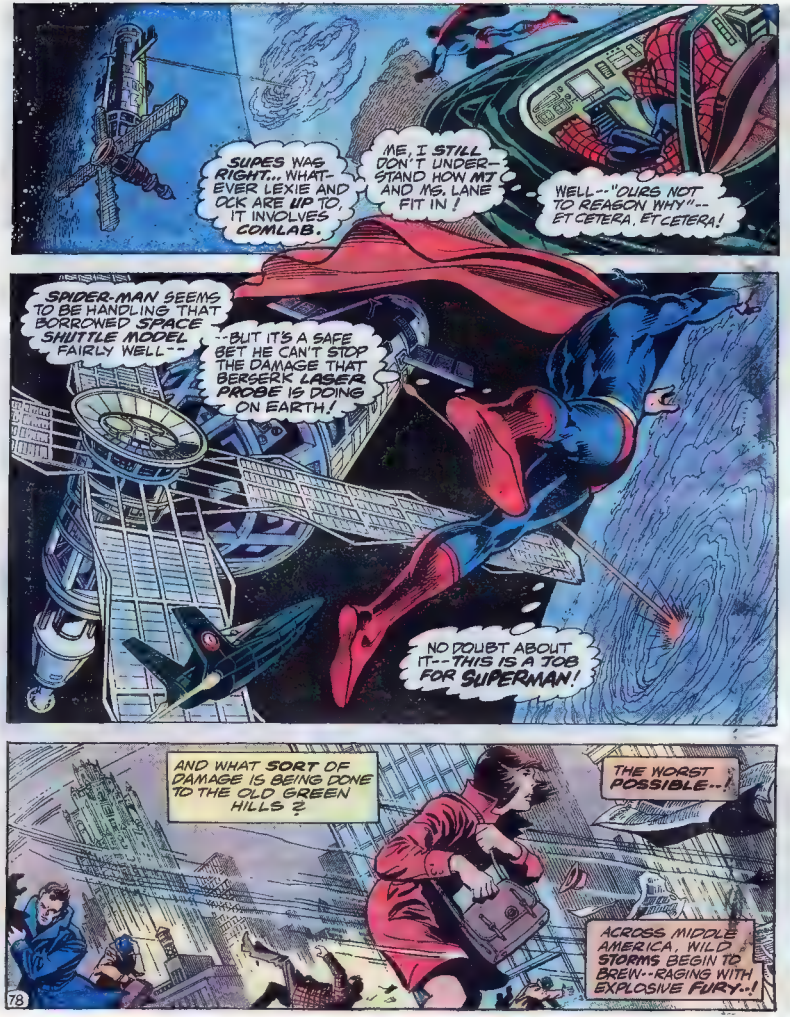
INTERLUDE: NEW YORK, NEW YORK...
--A SMALL ONE, SCOTTY!
NO, ON SECOND THOUGHT--
--MAKE IT A LARGE ONE!
HARD TIMES, JAMESON?
AND HOLD THE WATER!
HMM? OH, EDGE. GI'...NO MORE THAN... EH...USUAL. AND YOU?
I DON'T PLAY GAMES, JAMESON. WHEN I'VE GOT A PROBLEM, I LET IT ALL HANG OUT!
RIGHT NOW... I'VE GOT A PROBLEM... A BIG ONE!
DON'T FLATTER OURSELF, EDGE. YOU RUN A TELEVISION STATION--
--I RUN A NEWSPAPER.
SO DO I, JAMESON. REMEMBER--"THE DAILY PLANET"?
YES...oh...BUT YOU'VE GOT WORKERS YOU CAN TRUST...
PARDON?
WHAT ARE YOU, A COMEDIAN?
TAKE CLARK KENT FOR EXAMPLE--
IS THAT A SERIOUS OFFER?
YOU ARE A COMEDIAN, JAMESON.
KENT IS MY BEST REPORTER--OR WOULD BE, IF HE WERE AROUND WHEN I NEED HIM!
REMINDS ME OF A PHOTOGRAPHER I KNOW--
PETER PARKER--GOOD, BUT--ER--UNRELIABLE!
BAR
EXACTLY LIKE MY MAN, KENT. HERE WE'VE GOT THE BIGGEST STORY OF THE YEAR--AND WHAT HAPPENS?
MY TOP TV NEWSCASTER DISAPPEARS IN A CLOUD OF DUST--LIKE THE LONE RANGER WITH GLASSES!
YOU JUST CAN'T GET GOOD HELP THESE DAYS, MORGAN, M'BOY.
JAMESON, LET ME ASK YOU--
--DO YOU ALWAYS TALK IN CLICHÉS, OR IS TODAY SOMETHING SPECIAL?
NEVER MIND. IT SEEMS THEY'VE JUST LAUNCHED COMLAB!
CAN'T BLAME THEM--GOING ON IN SPITE OF THIS MORNING'S DISTURBANCE. THOSE THINGS ARE EXPENSIVE, AFTER ALL...!
75

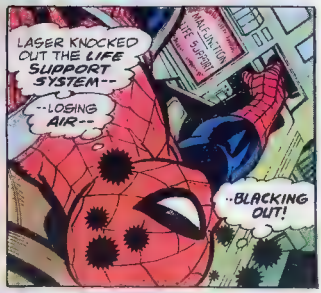
ALL SYSTEMS ARE OPERATIONAL!
PREPARE FOR HEAT-SHIELD RELEASE.
HEAT-SHIELD RELEASED.
GOOD. THEY'VE RELEASED THE HEAT-SHIELD.
NOW I CAN TAKE OVER!
Eh? "TAKE OVER"?
PREPARE FOR COMMUNICATIONS TOWER ROTATION!
COMMUNICATIONS TOWER ROTATED.
WE'VE GOT A PIECE OF CAKE HERE TODAY, FELLAS.
DON'T YOU SEE, OCTOPUS? THE PROGRAMMING ELEMENT I STOLE FROM S.T.A.R.--
IT ALLOWS ME TO MANIPULATE THE SIGNALS REACHING COMLAB--
COUPLE'A MINUTES, WE'LL HAVE THIS BABY WORKING LIKE AN OLD PRO!
PREPARE FOR SOLAR PANEL UNFURLING.
SOLAR PANELS UNFURLED.
--SUBSTITUTING MY COMMANDS FOR THE ELECTRONIC ORDERS OF MISSION CONTROL!
COMLAB IS MINE-- NOW!
WHAT ON EARTH?
ONE OF THE COMMUNICATION LASERS --
IT'S GONE HAYWIRE!!
HA! I'VE SENT A HIGH-INTENSITY LASER PROBE INTO THE EARTH'S ATMOSPHERE!
WE'VE WON, DOCTOR--
WE'VE WON!

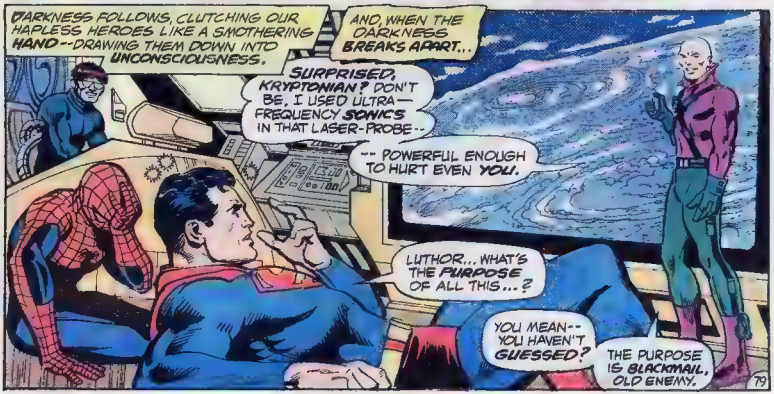

SUPES WAS RIGHT... WHATEVER LEXIE AND OCK ARE UP TO, IT INVOLVES COMLAB.
ME, I STILL DON'T UNDERSTAND HOW MJ AND MS. LANE FIT IN!
WELL--"OURS NOT TO REASON WHY"--ET CETERA, ET CETERA!
SPIDER-MAN SEEMS TO BE HANDLING THAT BORROWED SPACE SHUTTLE MODEL FAIRLY WELL--
--BUT IT'S A SAFE BET HE CAN'T STOP THE DAMAGE THAT BERSERK LASER PROBE IS DOING ON EARTH!
NO DOUBT ABOUT IT--THIS IS A JOB FOR SUPERMAN!
AND WHAT SORT OF DAMAGE IS BEING DONE TO THE OLD GREEN HILLS?
THE WORST POSSIBLE--!
ACROSS MIDDLE AMERICA, WILD STORMS BEGIN TO BREW--RAGING WITH EXPLOSIVE FURY--!

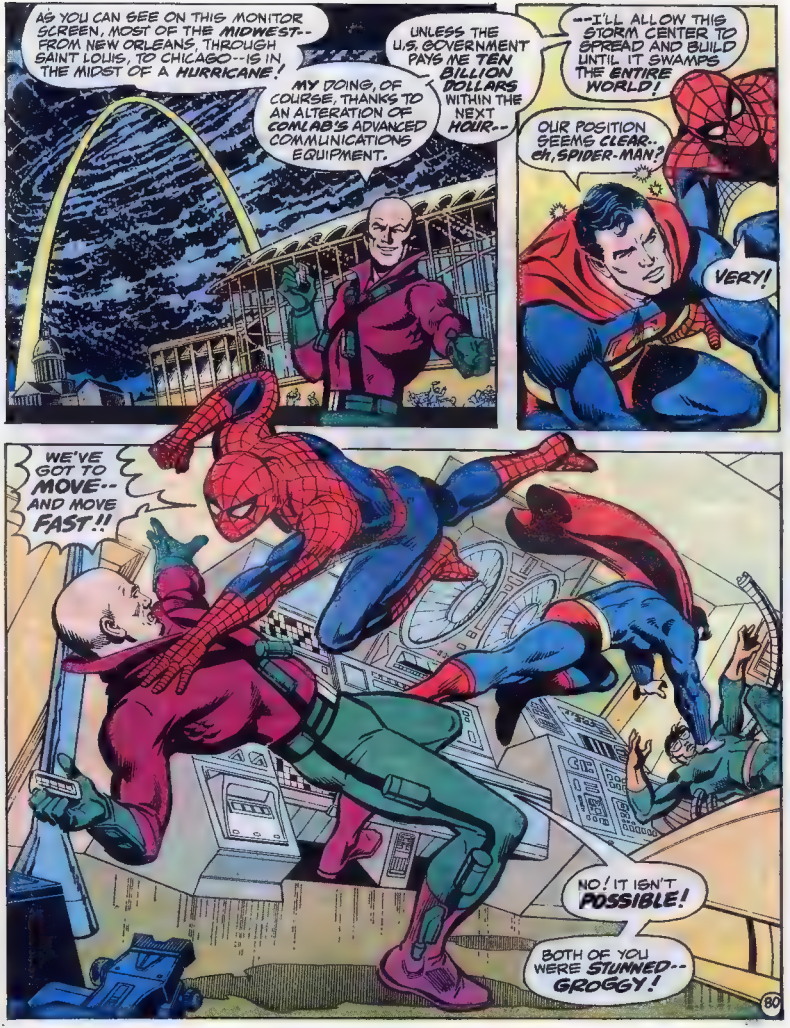
IF I DON'T STOP THAT LASER, THE ATMOSPHERE MAY GO INTO A CHAIN REACTION--

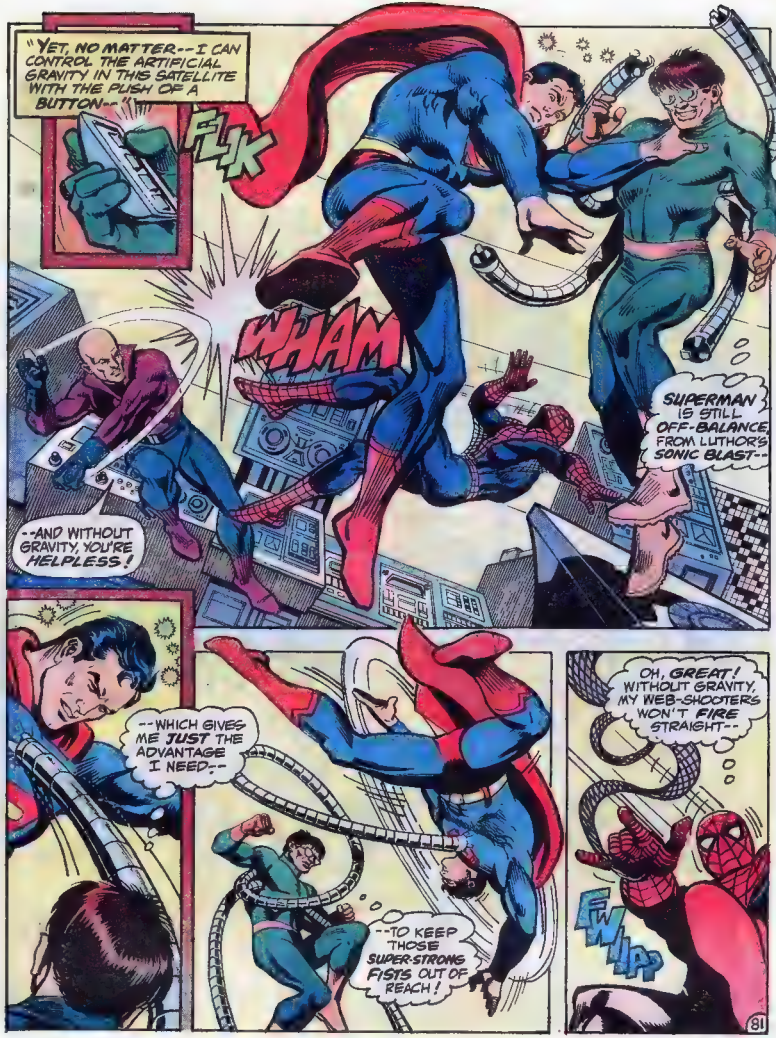
--HURRICANE BUILDING ON HURRICANE, GALE UPON GALE--
--UNTIL THE ENTIRE EARTH ECOLOGY IS KICKED OUT OF BALANCE!
WE--
UHHHHH!

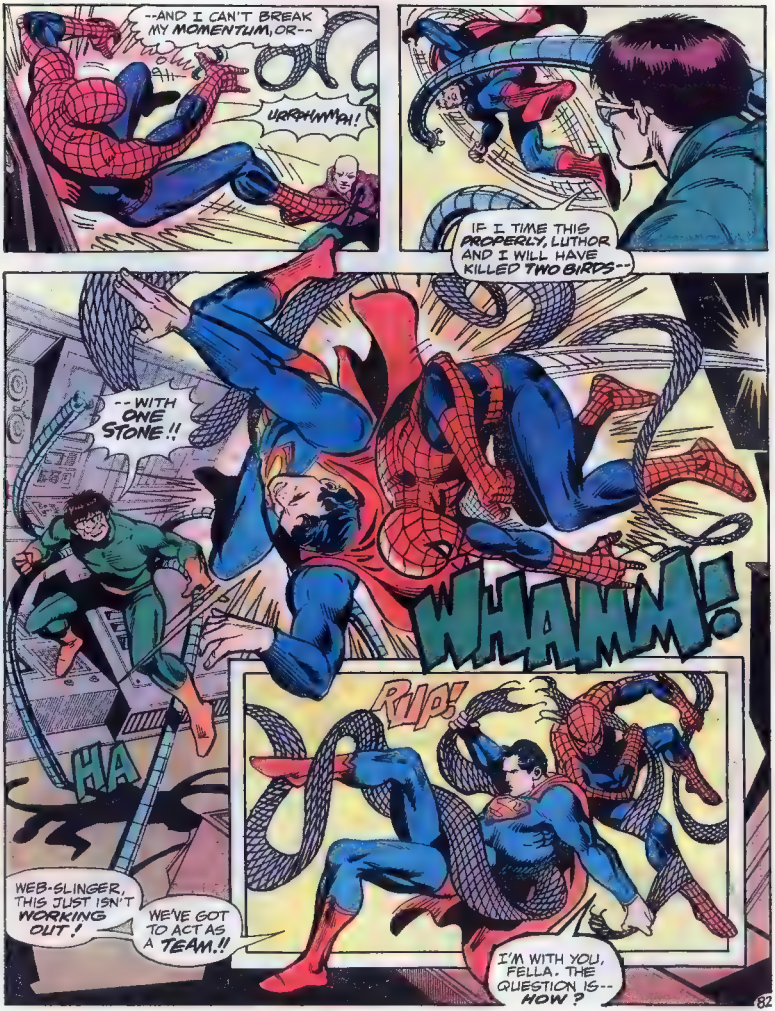
UH-OH! SUPES IS IN TROUBLE!
I'D BETTER-- WHOOPS!

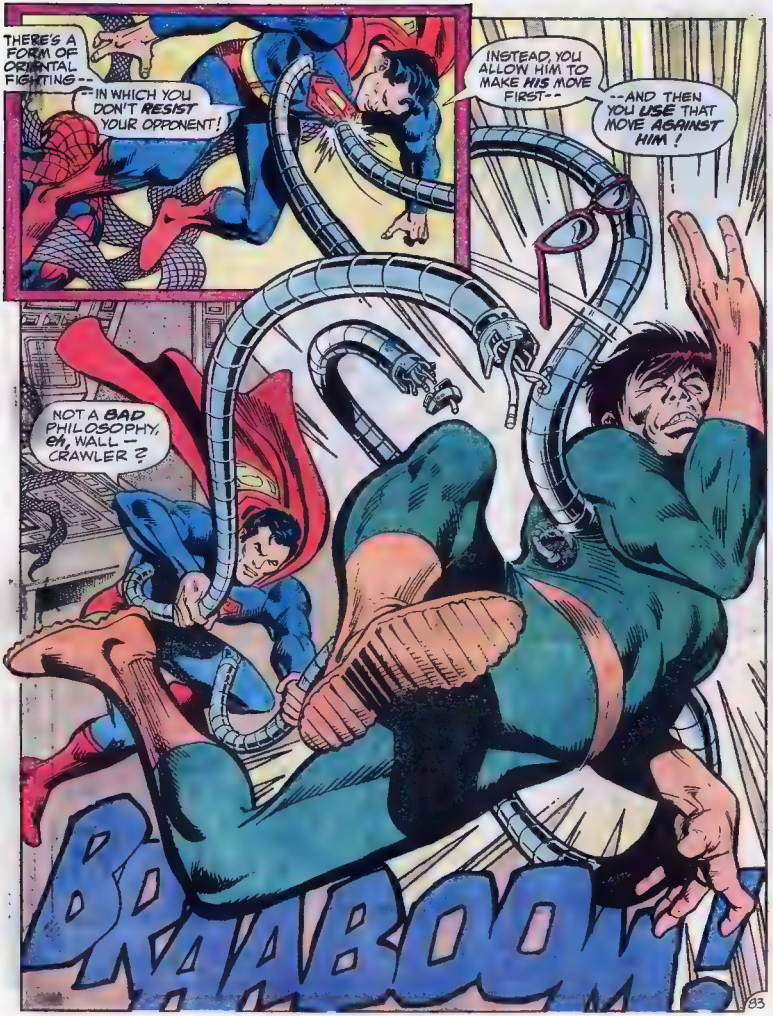

LASER KNOCKED OUT THE LIFE SUPPORT SYSTEM--
--LOSING AIR--
--BLACKING OUT!

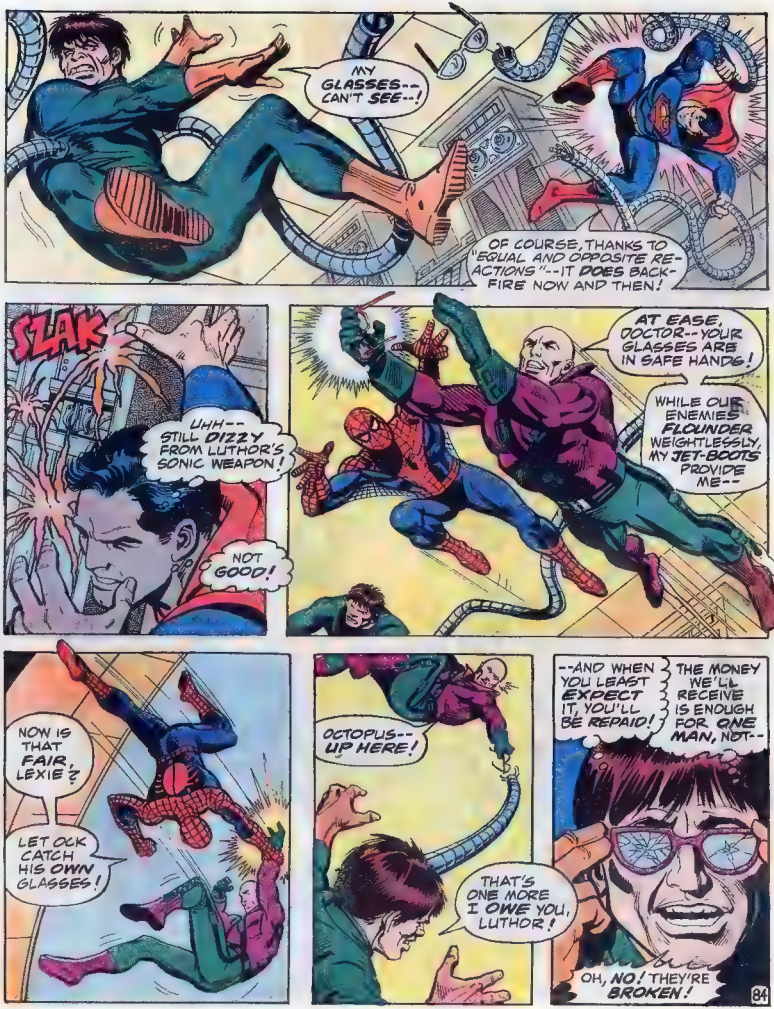

DARKNESS FOLLOWS, CLUTCHING OUR HAPLESS HEROES LIKE A SMOTHERING HAND--DRAWING THEM DOWN INTO UNCONSCIOUSNESS.
AND, WHEN THE DARKNESS BREAKS APART...
SURPRISED, KRYPTONIAN? DON'T BE, I USED ULTRA-FREQUENCY SONICS IN THAT LASER-PROBE--
-- POWERFUL ENOUGH TO HURT EVEN YOU.
LUTHOR... WHAT'S THE PURPOSE OF ALL THIS...?
YOU MEAN-- YOU HAVEN'T GUESSED?
THE PURPOSE IS BLACKMAIL, OLD ENEMY.


AS YOU CAN SEE ON THIS MONITOR SCREEN, MOST OF THE MIDWEST--FROM NEW ORLEANS, THROUGH SAINT LOUIS, TO CHICAGO--IS IN THE MIDST OF A HURRICANE!
MY DOING, OF COURSE, THANKS TO AN ALTERATION OF COMLAB'S ADVANCED COMMUNICATIONS EQUIPMENT.
UNLESS THE U.S. GOVERNMENT PAYS ME TEN BILLION DOLLARS WITHIN THE NEXT HOUR--
--I'LL ALLOW THIS STORM CENTER TO SPREAD AND BUILD UNTIL IT SWAMPS THE ENTIRE WORLD!
OUR POSITION SEEMS CLEAR--eh, SPIDER-MAN?
VERY!
WE'VE GOT TO MOVE--AND MOVE FAST!!
NO! IT ISN'T POSSIBLE!
BOTH OF YOU WERE STUNNED--GROGGY!

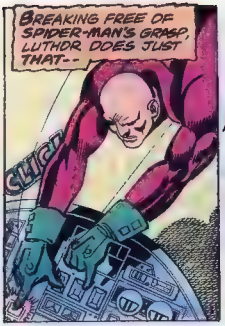

"YET, NO MATTER--I CAN CONTROL THE ARTIFICIAL GRAVITY IN THIS SATELLITE WITH THE PUSH OF A BUTTON--"
CLK
WHAM
SUPERMAN IS STILL OFF-BALANCE FROM LUTHOR'S SONIC BLAST--
--AND WITHOUT GRAVITY, YOU'RE HELPLESS!
--WHICH GIVES ME JUST THE ADVANTAGE I NEED--
--TO KEEP THOSE SUPER-STRONG FISTS OUT OF REACH!
OH, GREAT! WITHOUT GRAVITY, MY WEB-SHOOTERS WON'T FIRE STRAIGHT--
FWIP


--AND I CAN'T BREAK MY MOMENTUM, OR--
URRHMMPH!
IF I TIME THIS PROPERLY, LUTHOR AND I WILL HAVE KILLED TWO BIRDS--
--WITH ONE STONE!!
WHAMM!
HA
RIP!
WEB-SLINGER, THIS JUST ISN'T WORKING OUT!
WE'VE GOT TO ACT AS A TEAM!!
I'M WITH YOU, FELLA. THE QUESTION IS-- HOW?

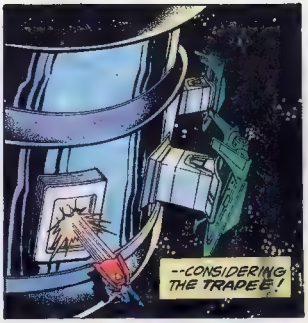

THERE'S A FORM OF ORIENTAL FIGHTING--
--IN WHICH YOU DON'T RESIST YOUR OPPONENT!
INSTEAD, YOU ALLOW HIM TO MAKE HIS MOVE FIRST--
--AND THEN YOU USE THAT MOVE AGAINST HIM!
NOT A BAD PHILOSOPHY, eh, WALL-CRAWLER?
KAABOOM!


MY GLASSES--CAN'T SEE--!
OF COURSE, THANKS TO "EQUAL AND OPPOSITE REACTIONS"--IT DOES BACKFIRE NOW AND THEN!
SLAK
UHH--STILL DIZZY FROM LUTHOR'S SONIC WEAPON!
NOT GOOD!
AT EASE, DOCTOR--YOUR GLASSES ARE IN SAFE HANDS!
WHILE OUR ENEMIES FLOUNDER WEIGHTLESSLY, MY JET-BOOTS PROVIDE ME--
NOW IS THAT FAIR, LEXIE?
LET OCK CATCH HIS OWN GLASSES!
OCTOPUS--UP HERE!
THAT'S ONE MORE I OWE YOU, LUTHOR!
--AND WHEN YOU LEAST EXPECT IT, YOU'LL BE REPAID!
THE MONEY WE'LL RECEIVE IS ENOUGH FOR ONE MAN, NOT--
OH, NO! THEY'RE BROKEN!

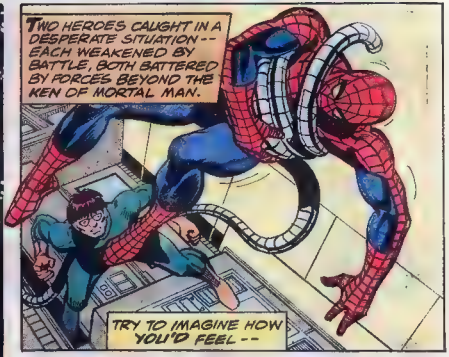
LOOK AT YOUR MONITOR, LEX... THE WORLD-WIDE HURRICANE IS GROWING! YOU'VE GOT TO STOP IT NOW--OR IT MIGHT BE TOO LATE!
ARE YOU INSANE?
WHY SHOULD I FOREGO MY REVENGE?
POW!
WHAT'RE YOU--A SICKIE?
THERE ARE PEOPLE DOWN THERE, MEN--WOMEN--CHILDREN--
AND SPEAKING OF THOSE PEOPLE, SPIDER-MAN...
...IF THEY'RE TO SURVIVE, I'D BETTER DO SOMETHING ABOUT THAT TSUNAMI* HEADING TOWARD THE EAST COAST!
*SUPER TIDAL WAVE. --STAN & CARMINE.
OCTOPUS, DON'T STAND THERE LIKE A FOOL! DO SOMETHING! KILL THEM!
IF I DIDN'T KNOW BETTER, LEX, I'D SWEAR YOU DON'T LIKE ME!
BETTER GET A MOVE ON, SUPERMAN!
CAN YOU HOLD THE FORT ALONE?
DOES WARNER BROTHERS MAKE MOVIES?
FIRST, THE AIRLOCK--
--AND IF I'M LUCKY, I'LL GET THROUGH BEFORE LUTHOR CAN ACTIVATE A DEFENSE DEVICE!


BREAKING FREE OF SPIDER-MAN'S GRASP, LUTHOR DOES JUST THAT--
SLICK!

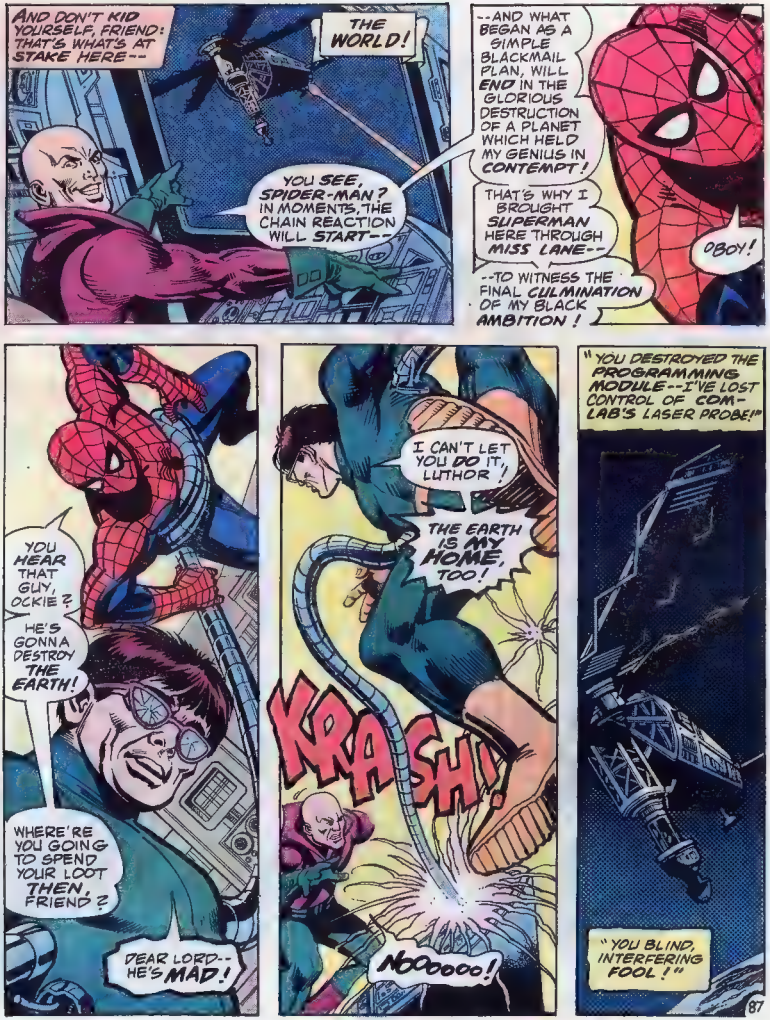
--TRAPPING THE MAN OF STEEL INSIDE THE NARROW AIRLOCK CHAMBER, DOORS SHUT BOTH FORE AND AFT.
KLIK
OF COURSE IT'S A FUTILE TRAP--

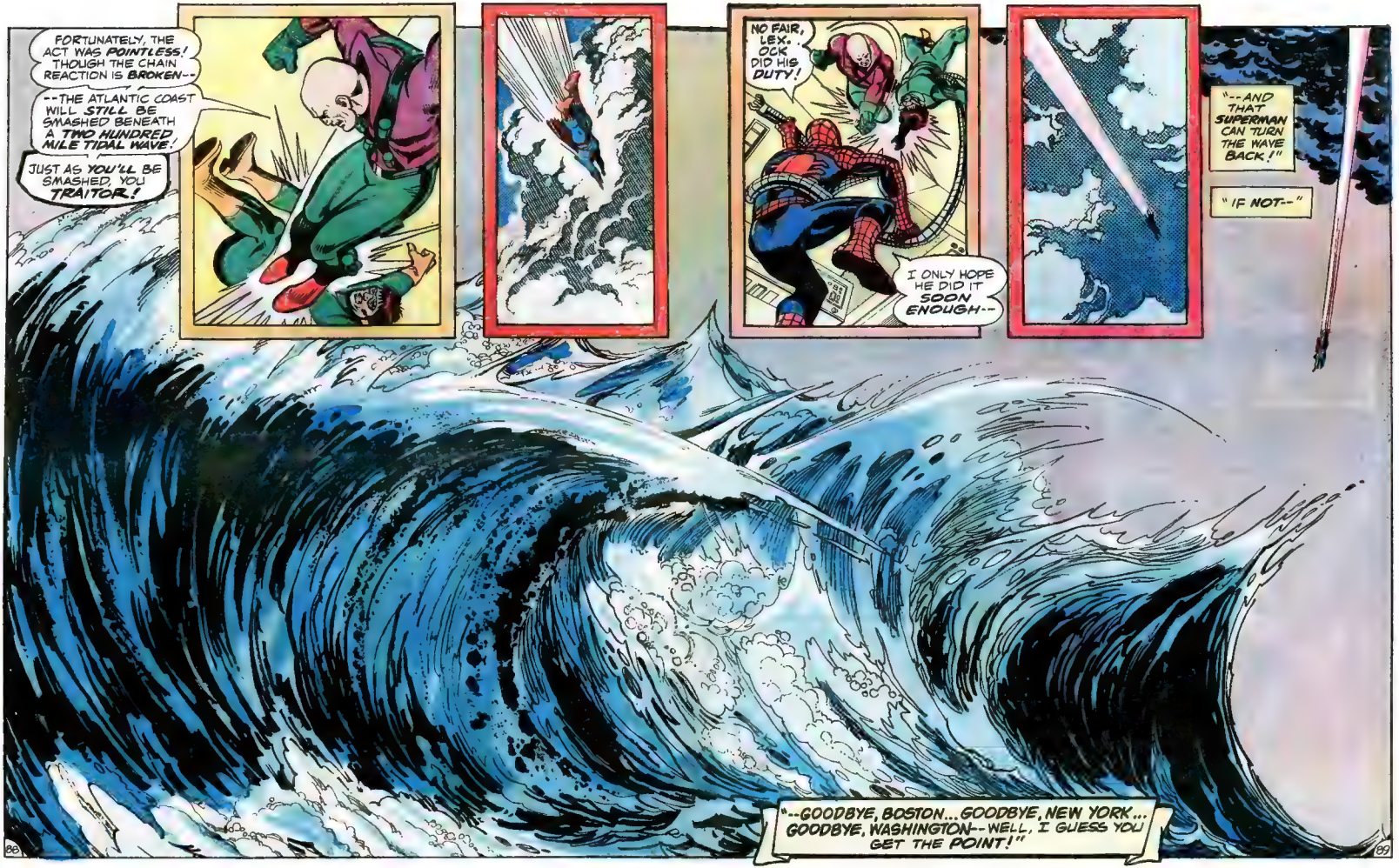

--CONSIDERING THE TRADE!

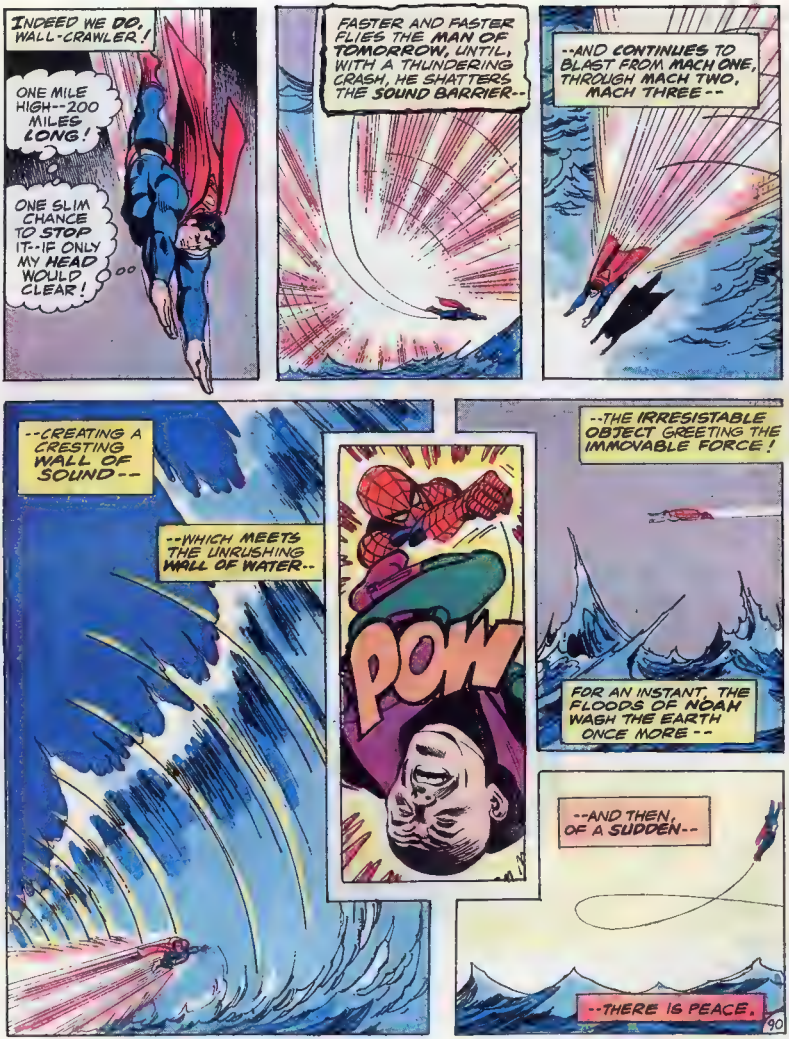
LUTHOR'S SLIPPING-- THE PRESSURE IS BEGINNING TO GET TO HIM!
HE'S ALWAYS WALKED A FINE LINE BETWEEN GENIUS AND INSANITY--
--AND THIS TIME, I THINK HE'S TAKEN THE FATAL FALL!


TWO HEROES CAUGHT IN A DESPERATE SITUATION -- EACH WEAKENED BY BATTLE, BOTH BATTERED BY FORCES BEYOND THE KEN OF MORTAL MAN.
TRY TO IMAGINE HOW YOU'D FEEL --

--IF YOUR ACTS DETERMINED THE FATE OF A WORLD!


AND DON'T KID YOURSELF, FRIEND: THAT'S WHAT'S AT STAKE HERE--
THE WORLD!
YOU SEE, SPIDER-MAN? IN MOMENTS, THE CHAIN REACTION WILL START--
--AND WHAT BEGAN AS A SIMPLE BLACKMAIL PLAN, WILL END IN THE GLORIOUS DESTRUCTION OF A PLANET WHICH HELD MY GENIUS IN CONTEMPT!
THAT'S WHY I BROUGHT SUPERMAN HERE THROUGH MISS LANE--
--TO WITNESS THE FINAL CULMINATION OF MY BLACK AMBITION!
OBOY!
YOU HEAR THAT GUY, OCKIE?
HE'S GONNA DESTROY THE EARTH!
WHERE'RE YOU GOING TO SPEND YOUR LOOT THEN, FRIEND?
DEAR LORD-- HE'S MAD!
I CAN'T LET YOU DO IT, LUTHOR!
THE EARTH IS MY HOME, TOO!
KRASH!
NOOOOOO!
"YOU DESTROYED THE PROGRAMMING MODULE--I'VE LOST CONTROL OF COM-LAB'S LASER PROBE!"
"YOU BLIND, INTERFERING FOOL!"


FORTUNATELY, THE ACT WAS POINTLESS! THOUGH THE CHAIN REACTION IS BROKEN--
--THE ATLANTIC COAST WILL STILL BE SMASHED BENEATH A TWO HUNDRED MILE TIDAL WAVE!
JUST AS YOU'LL BE SMASHED, YOU TRAITOR!
NO FAIR, LEX. OCK DID HIS DUTY!
I ONLY HOPE HE DID IT SOON ENOUGH--
"--AND THAT SUPERMAN CAN TURN THE WAVE BACK!"
"IF NOT--"
"--GOODBYE, BOSTON... GOODBYE, NEW YORK... GOODBYE, WASHINGTON--WELL, I GUESS YOU GET THE POINT!"


INDEED WE DO, WALL-CRAWLER!
ONE MILE HIGH--200 MILES LONG!
ONE SLIM CHANCE TO STOP IT--IF ONLY MY HEAD WOULD CLEAR!
FASTER AND FASTER FLIES THE MAN OF TOMORROW, UNTIL, WITH A THUNDERING CRASH, HE SHATTERS THE SOUND BARRIER--
--AND CONTINUES TO BLAST FROM MACH ONE, THROUGH MACH TWO, MACH THREE --
--CREATING A CRESTING WALL OF SOUND--
--WHICH MEETS THE UNRUSHING WALL OF WATER--
POW
--THE IRRESISTABLE OBJECT GREETING THE IMMOVABLE FORCE!
FOR AN INSTANT, THE FLOODS OF NOAH WASH THE EARTH ONCE MORE --
--AND THEN, OF A SUDDEN--
--THERE IS PEACE.

AFTERWARD:
IMAGINE LUTHOR'S EGO--
--COMING TO NEW YORK, JUST TO GRAB LOIS LANE AS BAIT FOR A TRAP TO NET YOU.
GUESS IT WAS JUST LUCK HE GRABBED MY GIRL, TOO, HUH?
LUCK-- OR DESTINY?
YEAH, WELL--WHO KNOWS?
"I HOPE WE MEET AGAIN, SPIDER-MAN."
"YOU HOPE? DON'T FORGET ME!"
AFTER ALL, IT ISN'T EVERY DAY TWO LIVING LEGENDS GO AROUND MAKING HISTORY.
AM I RIGHT, OR AM I RIGHT?
SPIDEY, OLD FRIEND-- I DON'T THINK ANYONE'S EVER BEEN RIGHTER!
THE END?

NOT QUITE! THERE'S STILL OUR EVER-LOVIN'...

EPILOGUE

TWENTY MINUTES LATER, AFTER DELIVERING THEIR RESPECTIVE VILLAINS TO THEIR RESPECTIVE JAILS, TWO HEROES SWITCH TO THEIR ALTER-EGOS, AS...

SETTING UP AN AUTOMATIC VIDEO-CAMERA TO RECORD OUR ARRIVAL IN COLUMBUS CIRCLE WAS A STROKE OF GENIUS, CLARK...

...SOME GREAT PICTURES ON MY AUTOMATIC SNAP SHOTTER OF ME 'N SUPES--

--HITTING THE COLISEUM JUST NOW. GOOD THINKING, PETER, MY MAN.

GET THE DRIFT, READER? IF NOT, JUMP AHEAD A FEW MOMENTS TO A SCENE IN A NEARBY RESTAURANT...

KENT, YOU'RE UNBELIEVEABLE.

AN EXCLUSIVE STORY-- POSITIVE?

IF YOU'RE TALKING ABOUT SUPERMAN AND SPIDER-MAN IN MANHATTAN-- I'VE GOT SOME PICS OF THAT MYSELF!

PETER PARKER-- LONG TIME NO SEE!

DID YOU SAY-- PHOTOS?

IT SEEMS WE COVERED THE SAME EVENT, PARKER-- THOUGH I DON'T RECALL SEEING YOU THERE.

I STICK TO THE SHADOWS, KENT...

...APPARENTLY JUST LIKE YOU.

WELL, JONAH-- DO I GET A RAISE?

HEH-- WE'LL TALK ABOUT THAT TOMORROW, PETER M'BOY.

IN THE MEANTIME-- HAVE A DINNER ON ME!

JONAH, YOU'RE A REAL SAINT!

TRUE. SO TRUE!

MAYBE YOU'LL ANCHOR OUR CONVENTION COVERAGE AFTER ALL, KENT.

GO AHEAD-- TAKE LANE TO DINNER. ON ME!

THANKS, MR. EDGE.

AND SO, AS OUR HEROES FADE INTO THE SUNSET, WE BID THEM A FOND FAREWELL-- SECURE IN THE KNOWLEDGE THAT PEACE REIGNS ON EARTH, AND THAT JUSTICE IS TRIUMPHANT--

--FOR TONIGHT, ANYWAY.

AND, FOLKS, THIS IS DEFINITELY--THE END!

HOW THIS FAMOUS COVER WAS BORN

Creating an interesting cover can be a difficult job at best. When it features the top heroes of two comics publishers, it presents special problems.

DC Publisher Carmine Infantino began with the idea of confrontation between Supes and Spidey. But here neither hero is fully shown.

A background was needed—and with these super-doers, the skyscrapers of New York seemed a natural battleground. But the angle wasn't right, and Superman dominated the picture.

Carmine switched to a down shot, from atop the Empire State Building. (If it was good enough for King Kong, it's good enough for us!) Now the figures were closer to the same size. Stan Lee agreed to this layout. (Note signatures on sketch.)

PENCIL: Next came a preliminary pencil sketch. The attitudes of the heroes were altered slightly for greater impact.

FINISHED COVER: Ross Andru took it from there, creating the finished pencils, which Dick Giordano inked—to produce a cover worthy of the story inside—a true milestone in comics history!

What actually happened...